

ULTIMATE SPIDER-MAN®

MARVEL



DEATH OF SPIDER-MAN FALLOUT

BENDIS • HICKMAN • SPENCER

SPIDER-MAN IS DEAD. LONG LIVE SPIDER-MAN.

Peter Parker has been struck down, felled by a bullet and his arch-nemesis the Green Goblin. But though the teenage web-slinger is gone, his memory lives on. Check in with Thor, Captain America, Iron Man, Nick Fury and more as they mourn the loss of one of their world's finest heroes. For better or for worse, the Ultimate Universe must come to grips with its new reality — which includes new Spider-Man Miles Morales.

Join fan-favorite writers Brian Michael Bendis, Jonathan Hickman and Nick Spencer as they explore the lives of all your favorite characters — along with a once-in-a-lifetime artistic lineup that includes Mark Bagley, Bryan Hitch, Eric Nguyen, Sara Pichelli, Salvador Larroca, Clayton Crain,



Collecting *Ultimate Comics Fallout* #1-6.



MARVEL

ULTIMATE **SPIDER-MAN**[®]

MARVEL



DEATH OF SPIDER-MAN FALLOUT

BENDIS • HICKMAN • SPENCER

ULTIMATE FALLOUT

MARVEL

SPIDER-MAN NO MORE

ISSUE

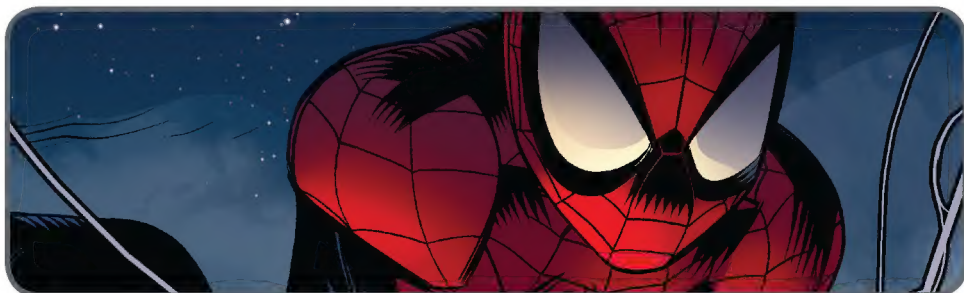
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BENDIS • BAGLEY • LANNING • PONSOR • MARTIN

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The bite of a genetically altered Spider granted high-school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.



PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Peter Parker died heroically at the hands of Norman Osborn, a.k.a. The Green Goblin, in the arms of his one true love, Mary Jane, and the woman who raised him, Aunt May.



ULTIMATE FALLOUT

CHAPTER ONE OF SIX

Writer
Brian Michael Bendis

Penciler
Mark Bagley

Inker
Andy Lanning

Colorist
Justin Ponsor
and Laura Martin

Letterer
VC's Cory Petit

Cover Art
Bagley, Lanning & Ponsor

Variant Cover
Marko Djurdjevic

Assistant Editor
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Chief Creative Officer
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Publisher
Dan Buckley

Executive Producer
Alan Fine

Thanks to Joe Sabino

DAILY  BUGLE®

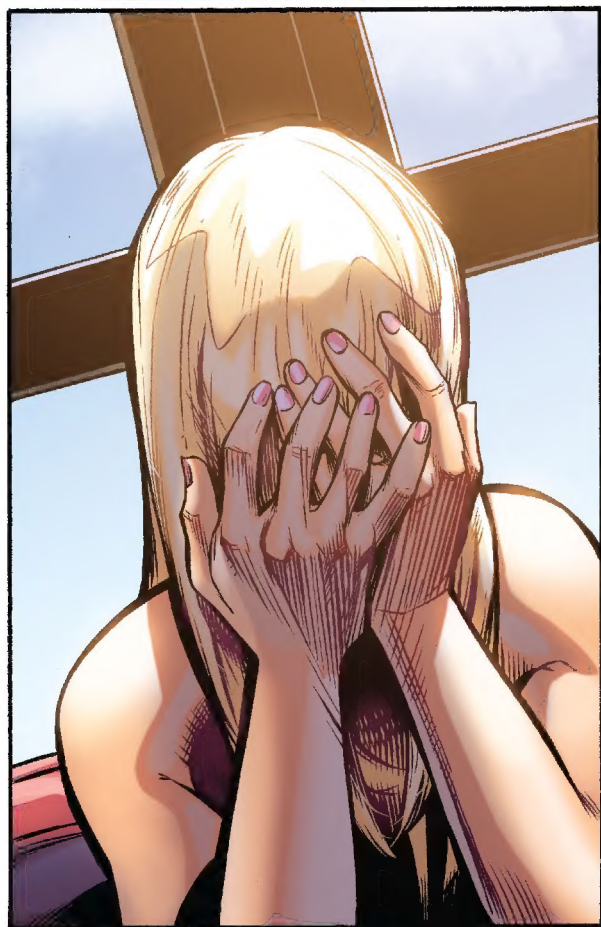
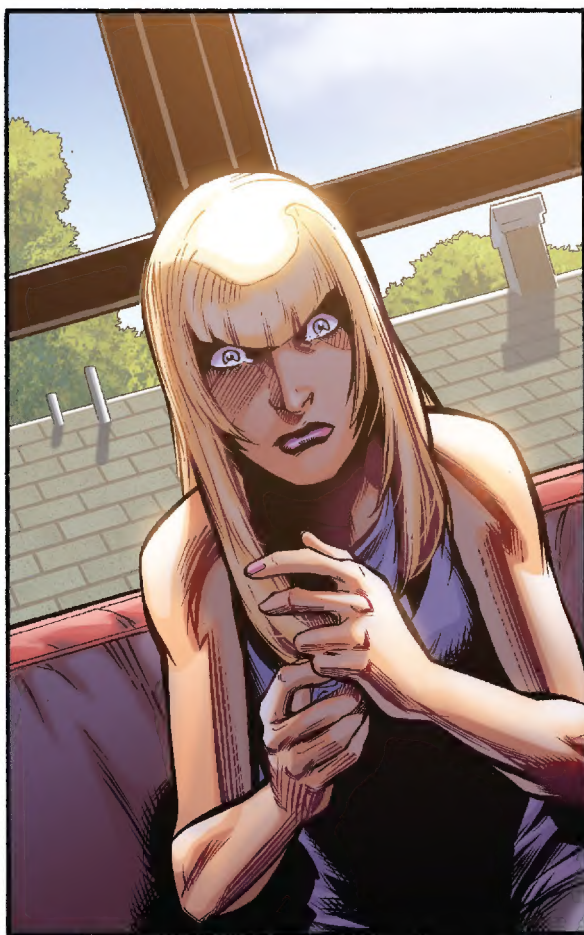
NEW YORK'S FINEST DAILY NEWSPAPER

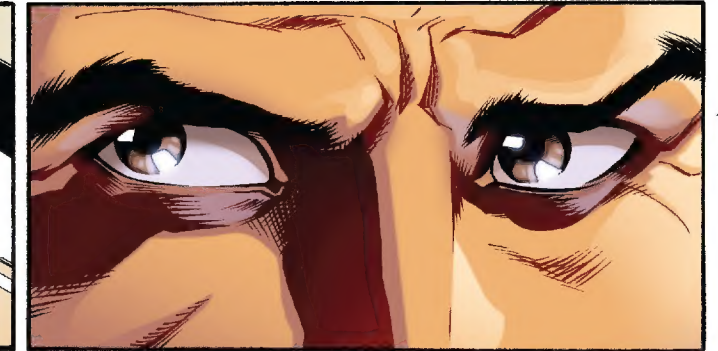
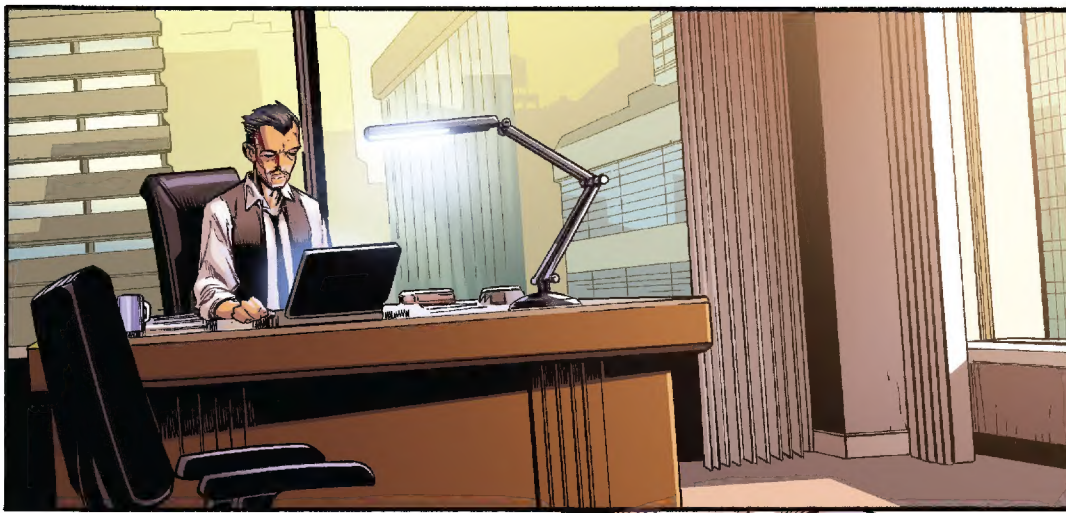
SPIDER-MAN R.I.P.

***NEW YORK CITY'S FALLEN HERO WAS QUEENS'
HIGH SCHOOL STUDENT PETER PARKER***

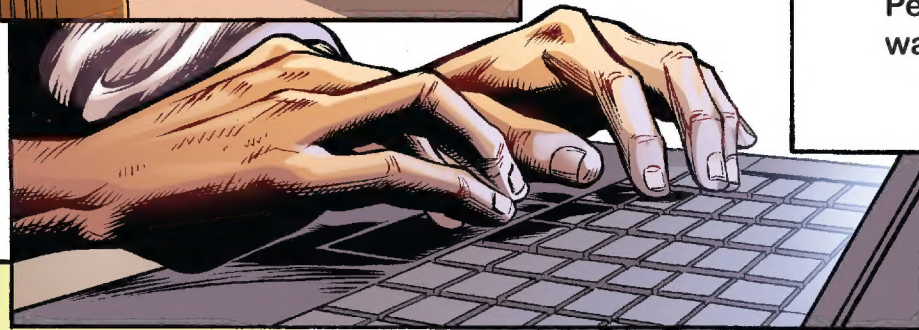
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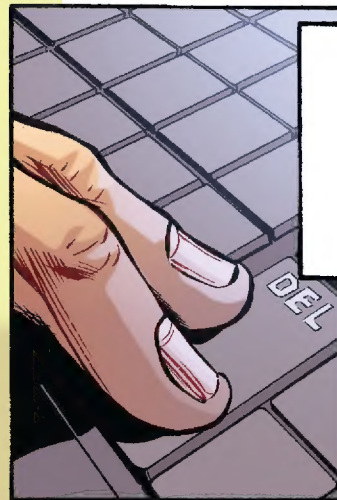


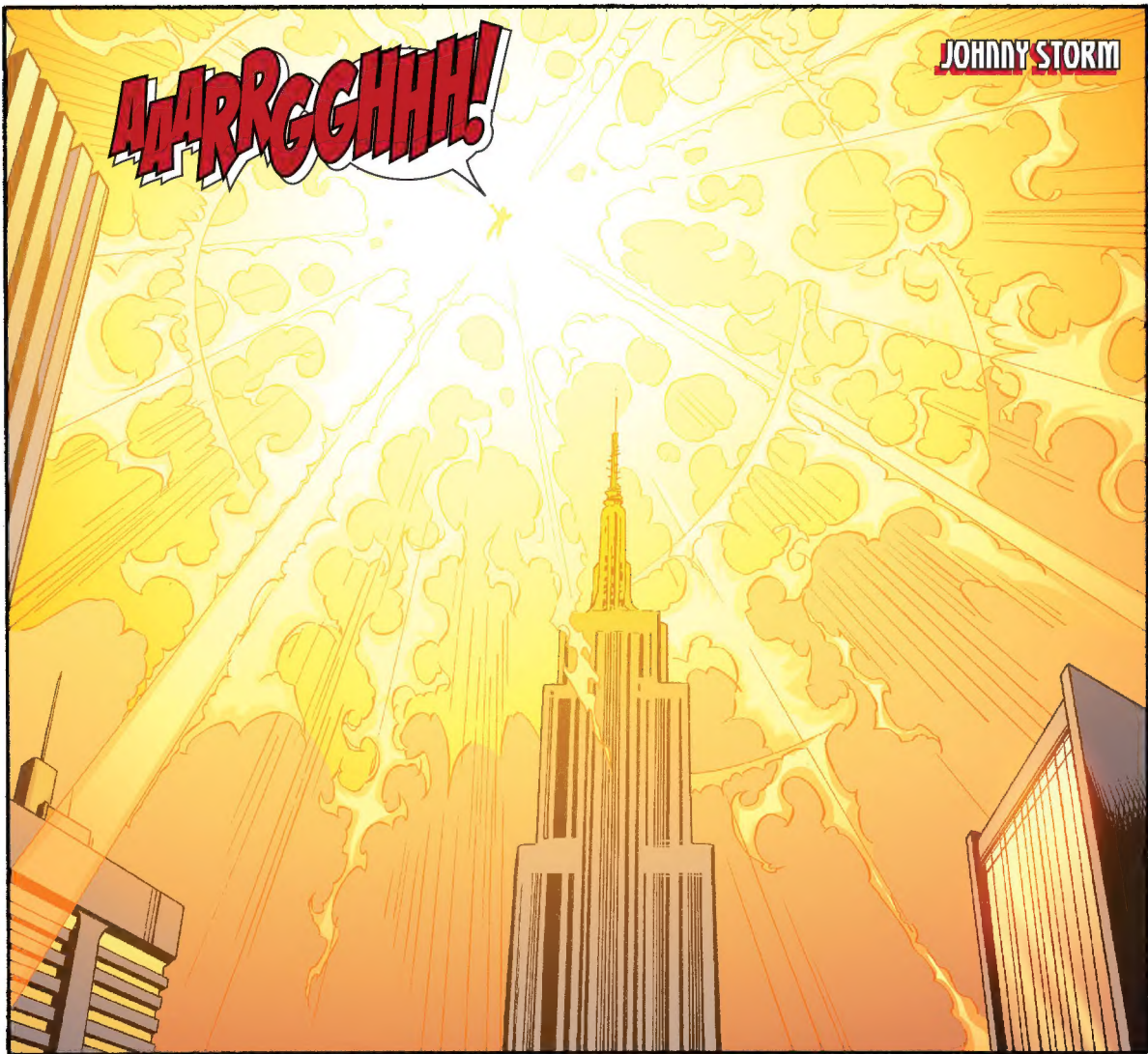
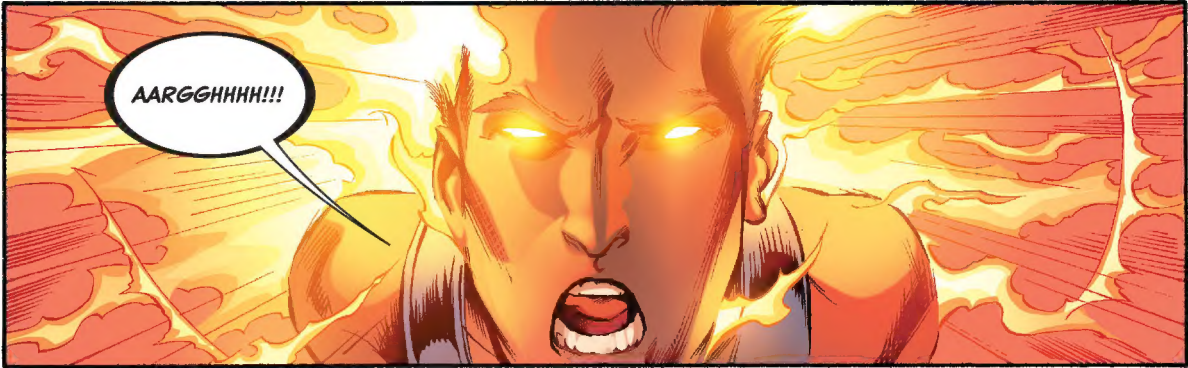
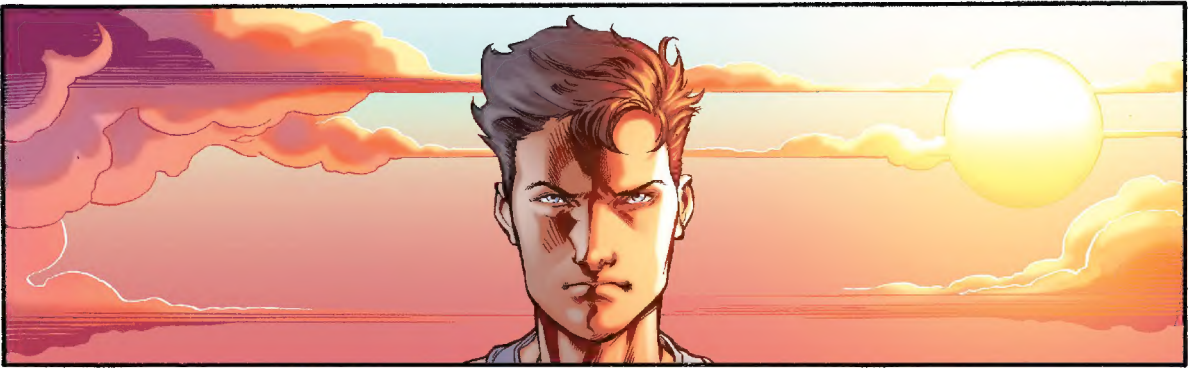


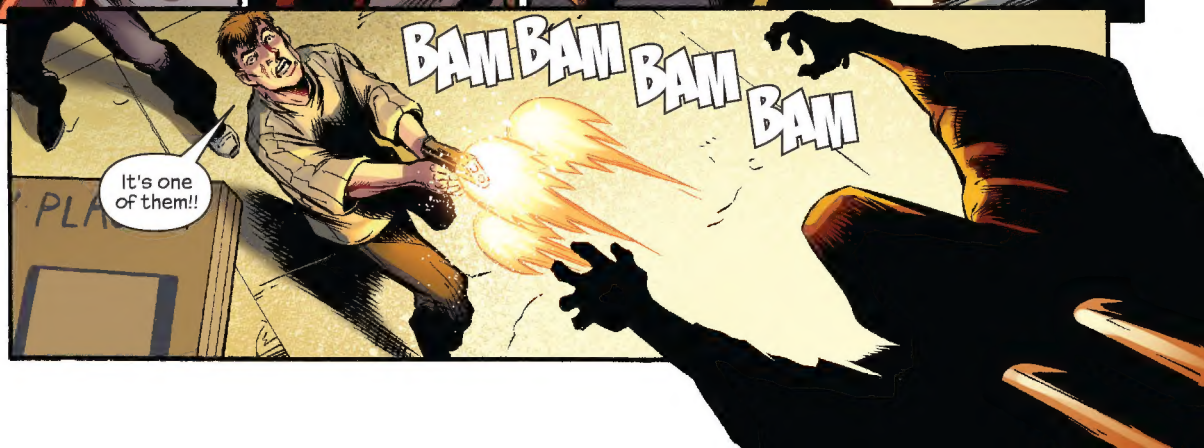
I knew the truth about
Peter Parker. I knew he
was Spider-

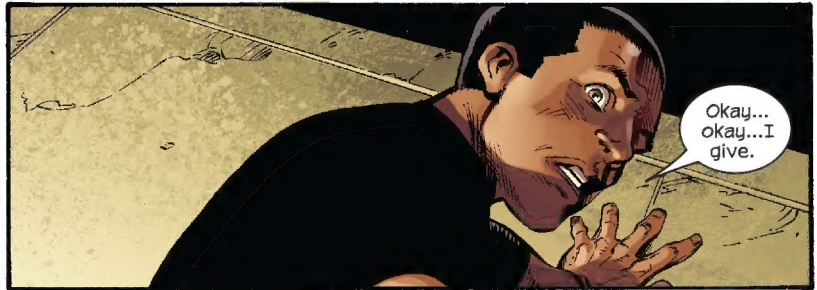
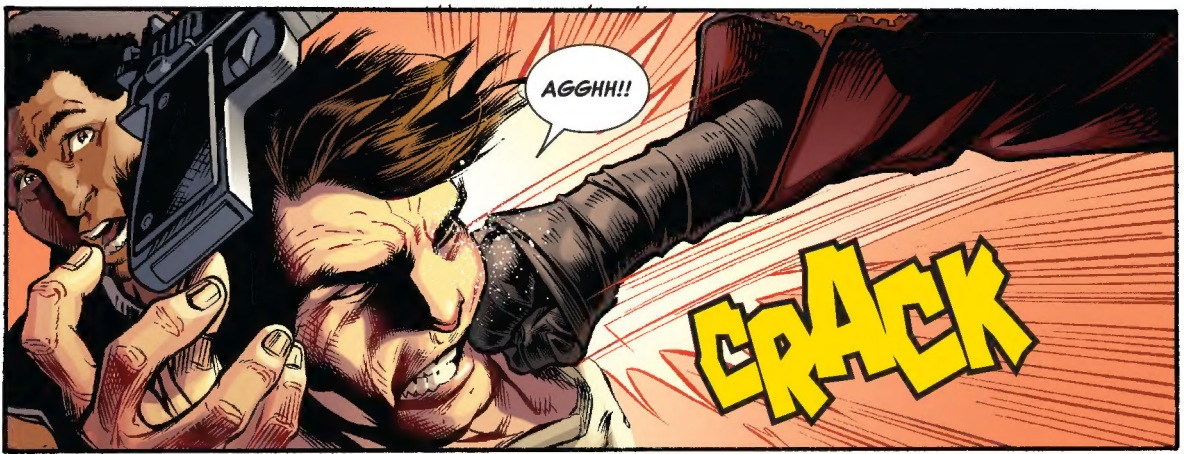


I knew the truth about
Pete





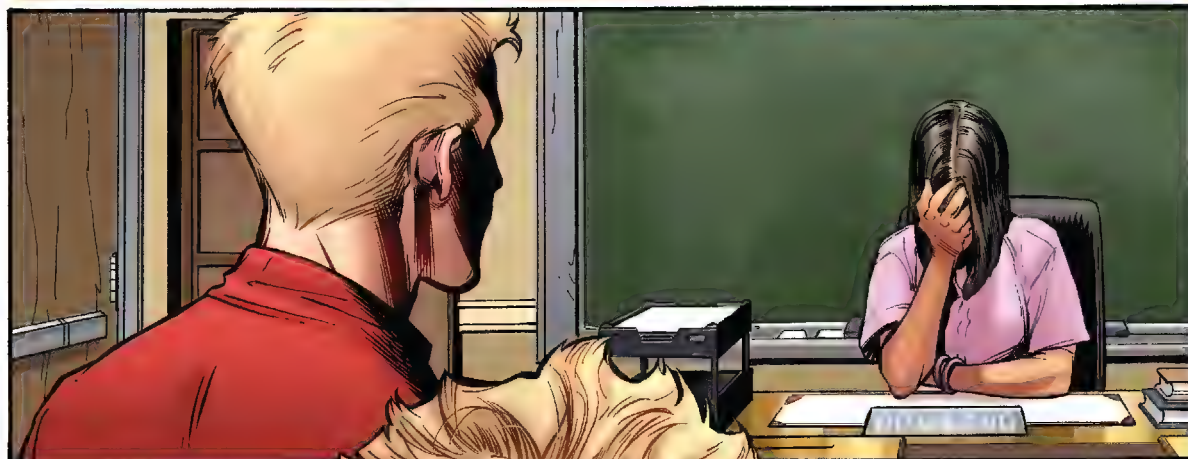
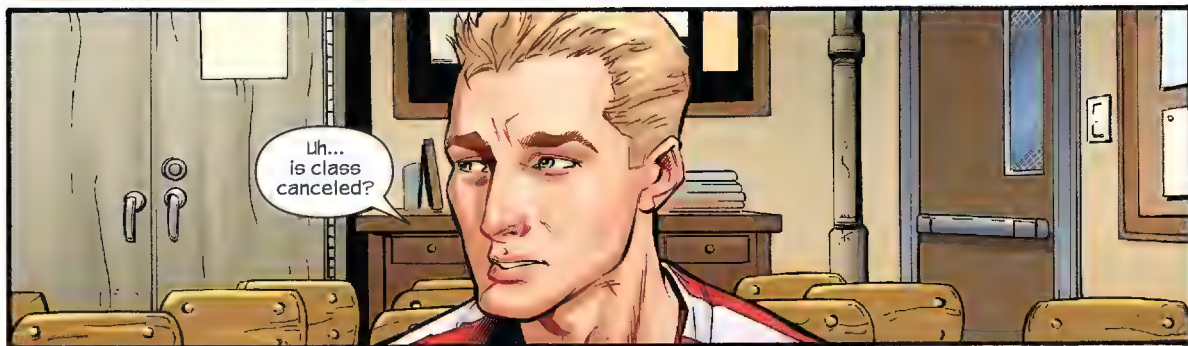
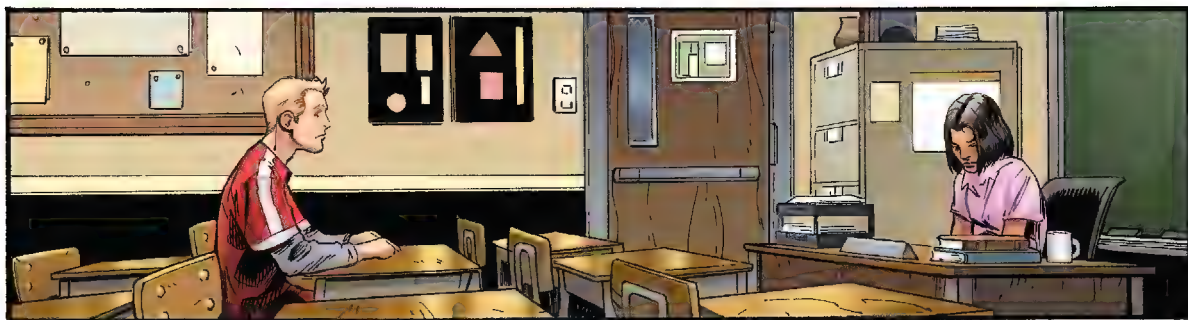




KITTY PRYDE

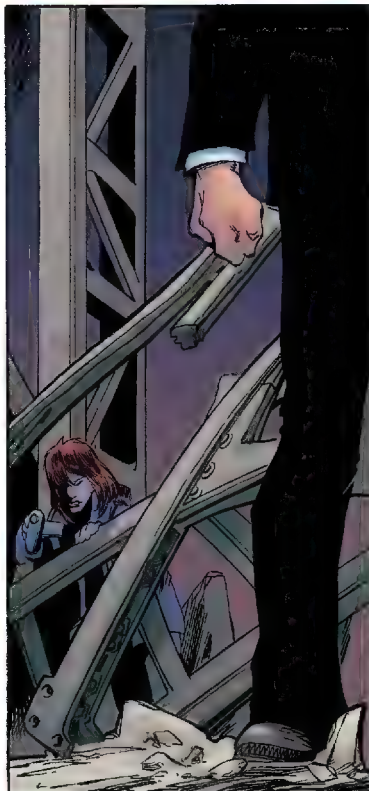
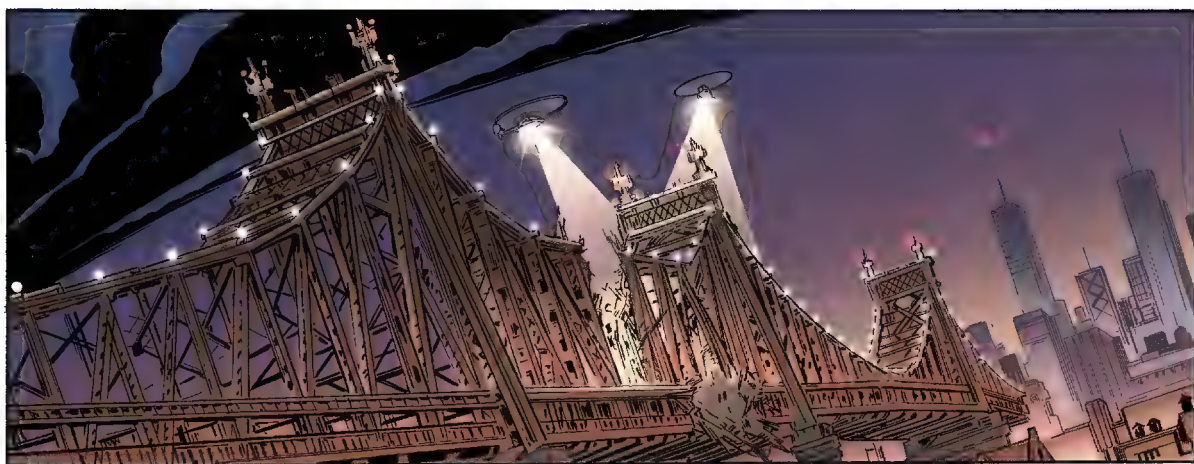
I hate
you all.

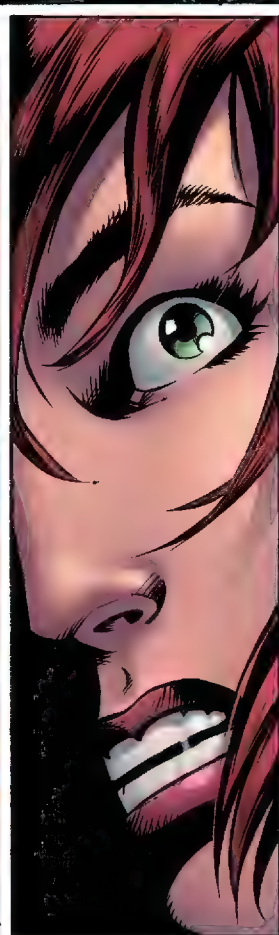
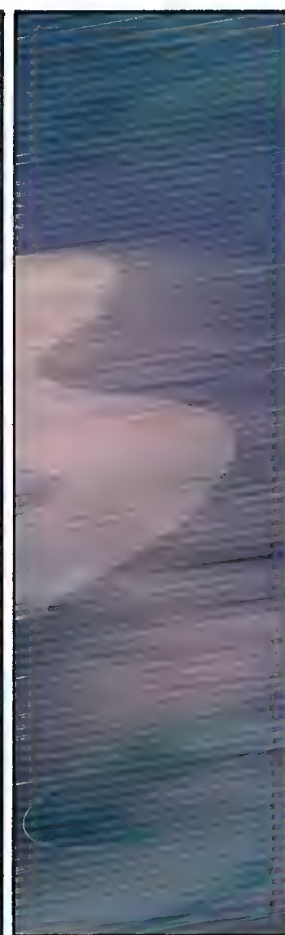
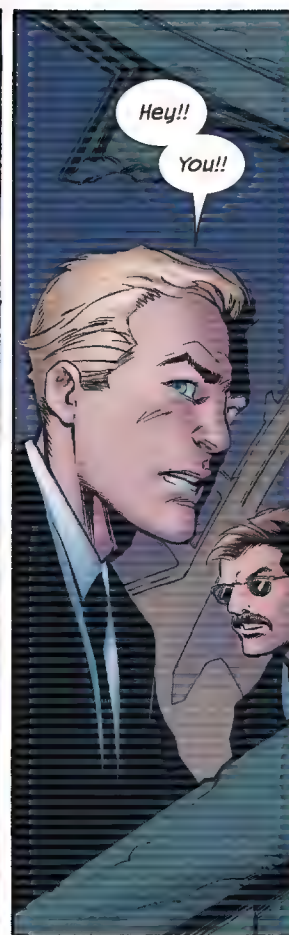




Was I the
only one who
didn't know Peter
Parker was
Spider-Man?

FLASH THOMPSON







What the hell do you think you're doing?

NICK FURY



She snuck onto secured ground and was taking pictures.

We need to confiscate the--

Take the camera and send her home.

Who is she?



I know exactly who she is.

Kid, just once I'm looking the other way.

Go home.

I don't want to see you again.



You killed him!!

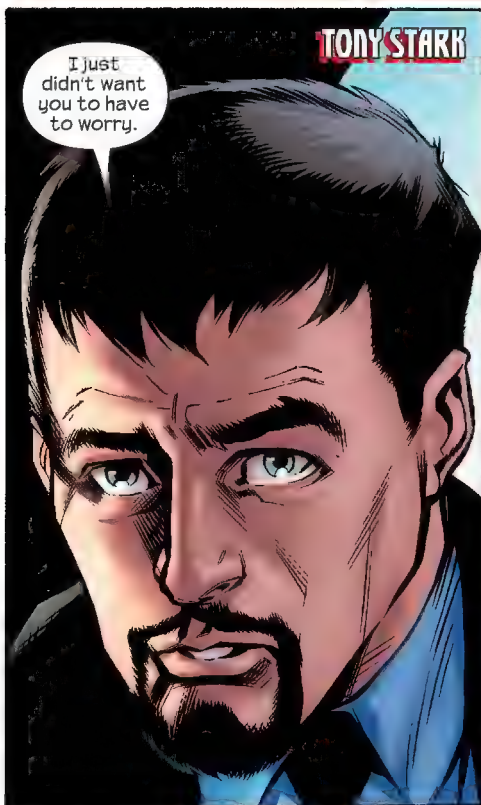
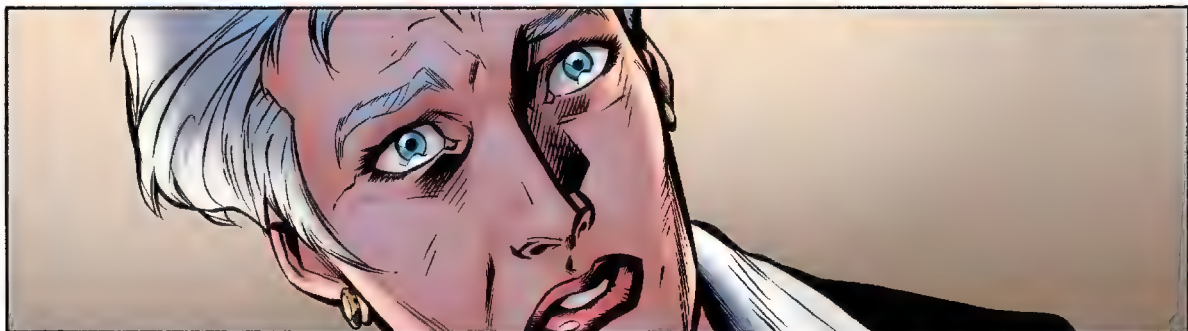
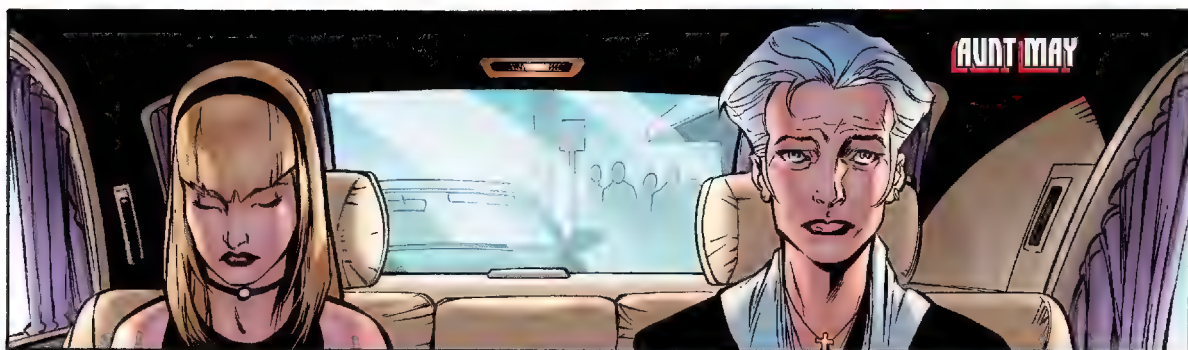
I know you killed him!!

It wasn't you who pulled the trigger but it was you who had him killed!!

I'm going to prove it and I'm going to make sure everyone knows!

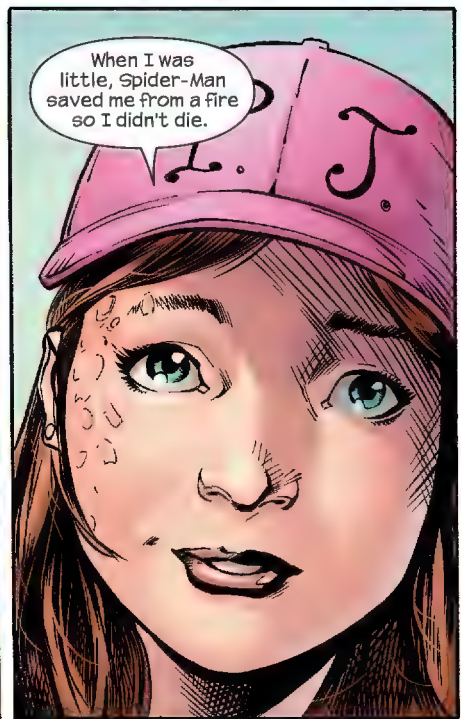
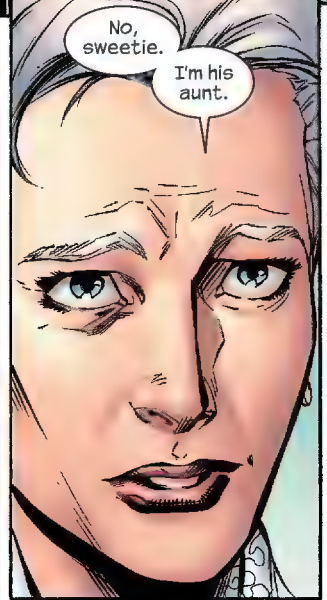
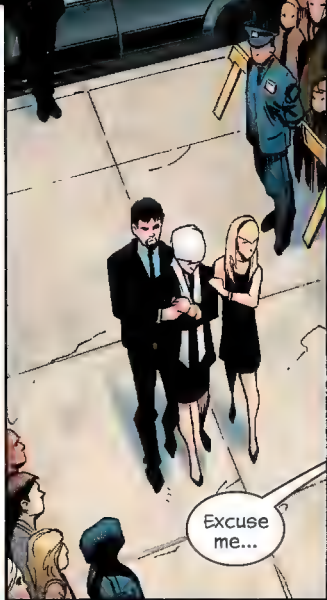


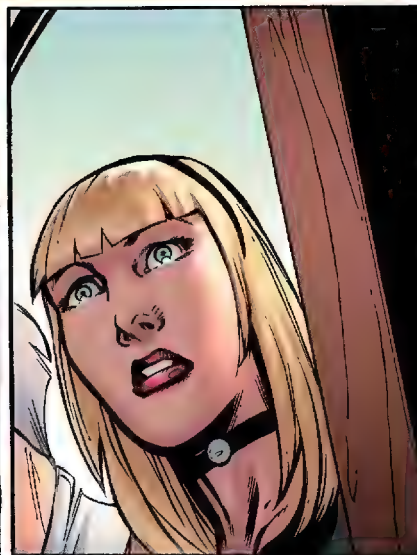
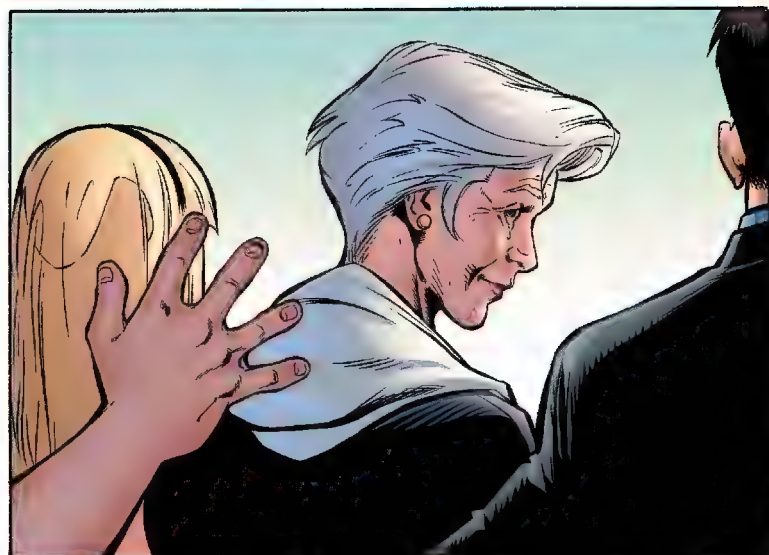
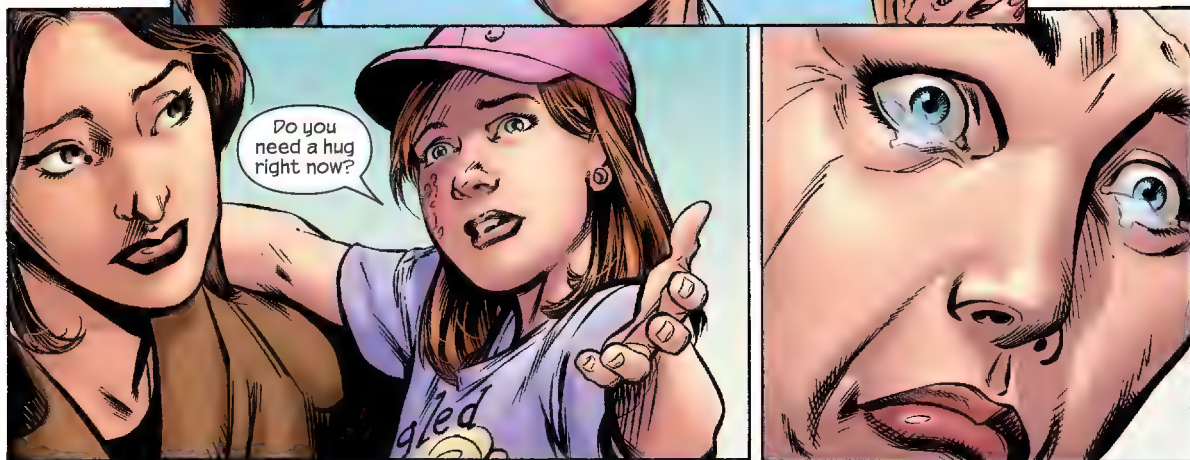
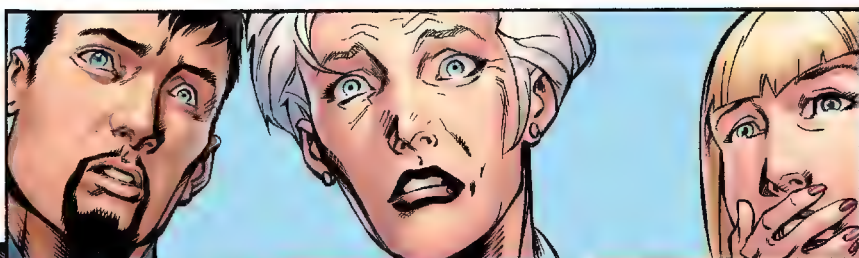


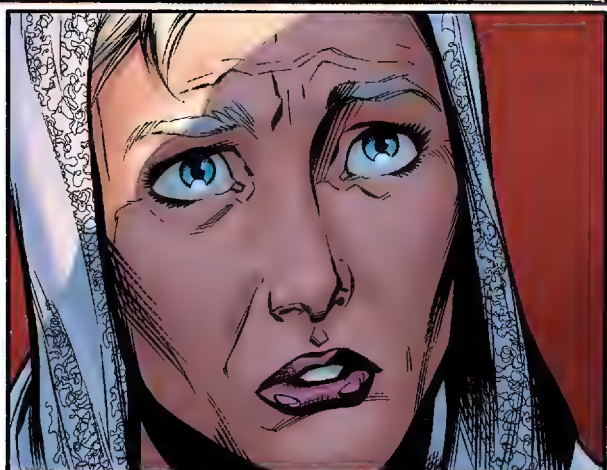
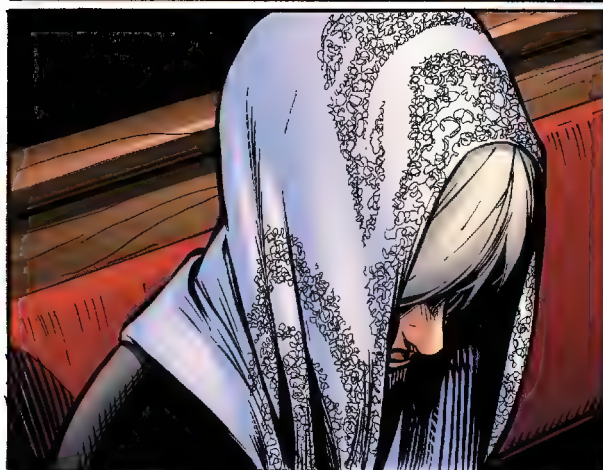


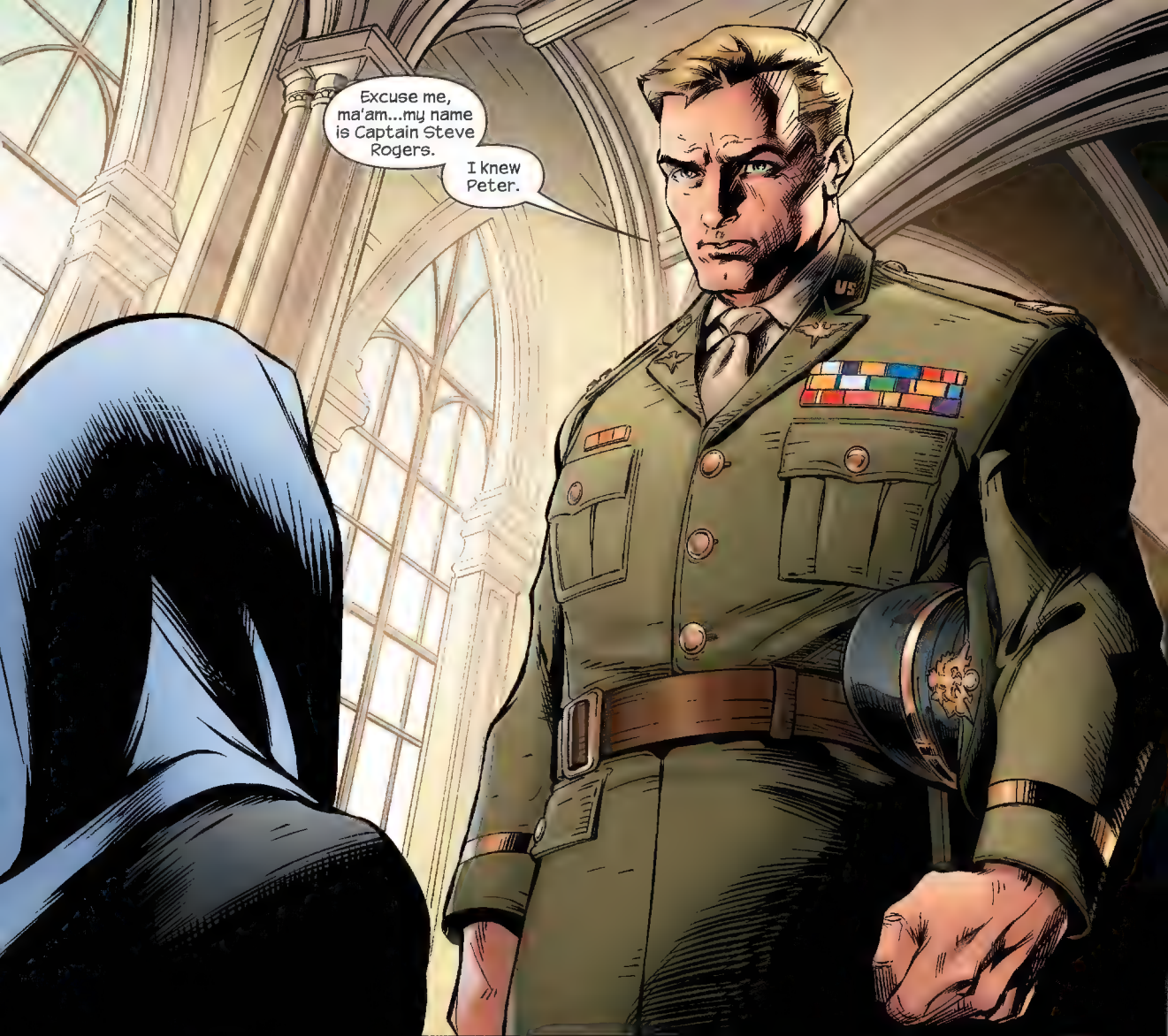












Excuse me, ma'am...my name is Captain Steve Rogers.

I knew Peter.



You're Captain America.

I just wanted to say that--

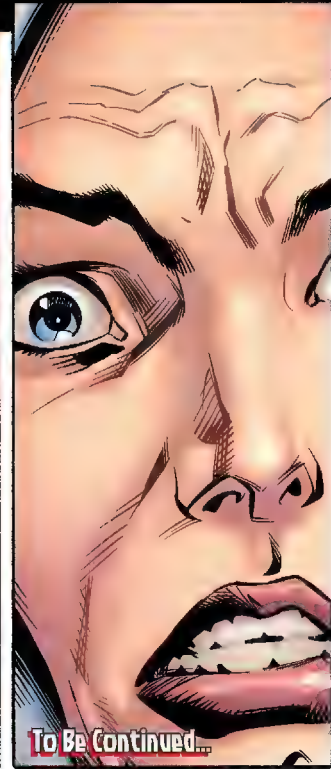
That--



It's...

It's my fault.

It's my fault your boy is dead.



To Be Continued...

NEXT ISSUE



ISSUES 1-6 VARIANT COVERS BY MARKO DJURDJEVIC

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ULTIMATE FALLOUT

SPIDER-MAN NO MORE ISSUE **2**

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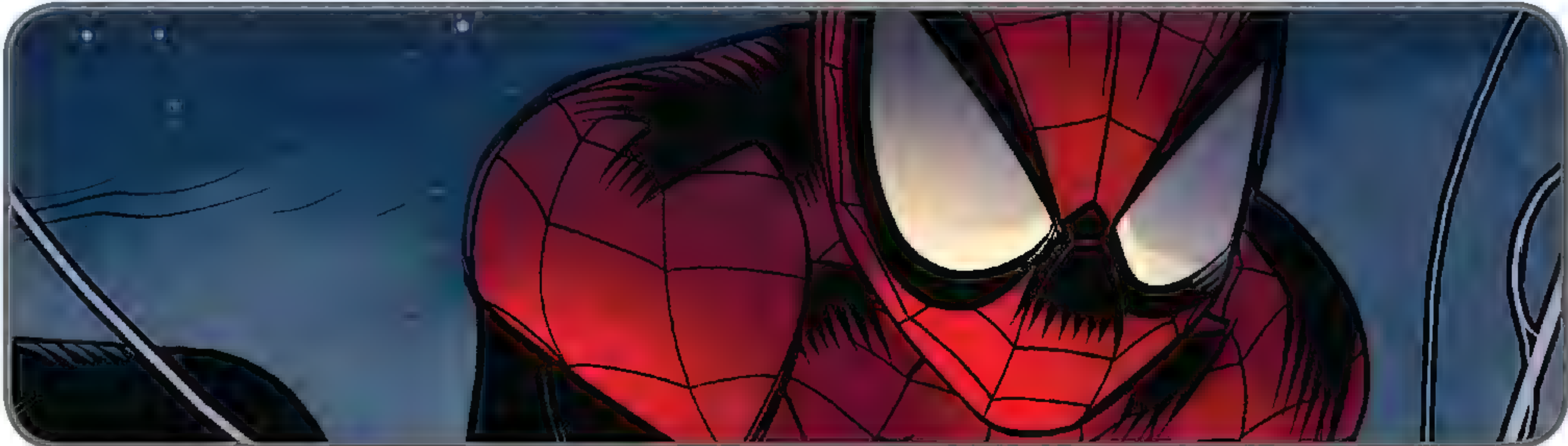


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The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.

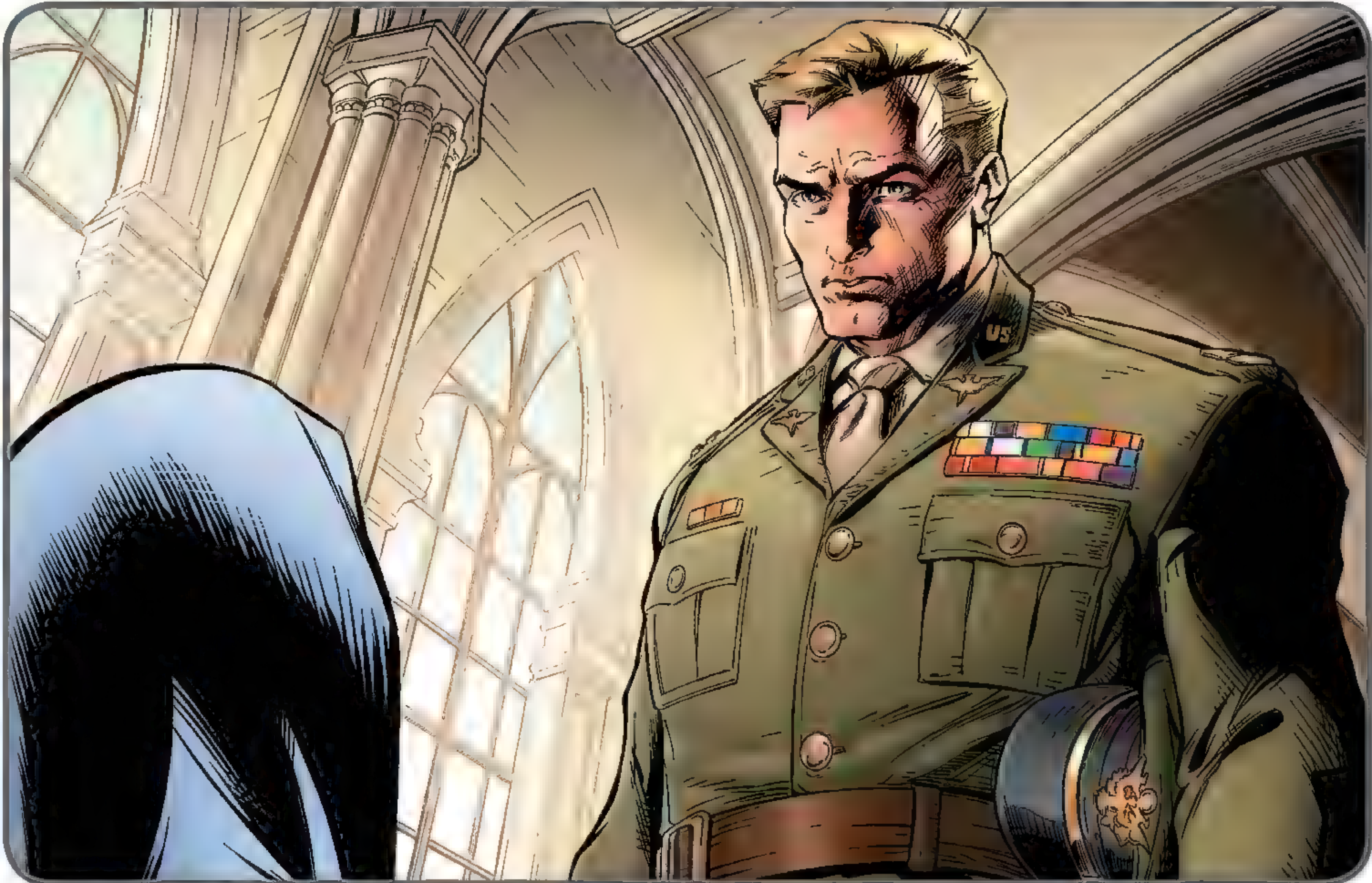


PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Peter Parker died heroically at the hands of Norman Osborn, a.k.a., the Green Goblin, in the arms of his one true love Mary Jane and the woman who raised him, Aunt May.

The world reacts to the death and Tony Stark foots the bill for the biggest funeral in the city’s history. Aunt May is confronted by a remorseful Captain America who confides to her that Peter’s death is his fault.

Mary Jane Watson, Peter’s girlfriend, confronts S.H.I.E.L.D. Director Nick Fury and blames him for the death of Peter.



ULTIMATE FALLOUT
CHAPTER TWO OF SIX

CAPTAIN AMERICA

Writer
Brian Michael Bendis

Artist
Gabriel Hardman

Colorist
Frank Martin

THOR

Writer
Jonathan Hickman

Penciler
Bryan Hitch

Inker
Paul Neary

Colorist
Paul Mounts

ROGUE

Writer
Nick Spencer

Penciler
Lee Garbett

Inker
Roger Bonet

Colorist
Guru eFX

Letterer
VC’s Cory Petit

Cover Art
Hitch, Neary, Mounts

Variant Cover
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Assistant Editor
Sana Amanat

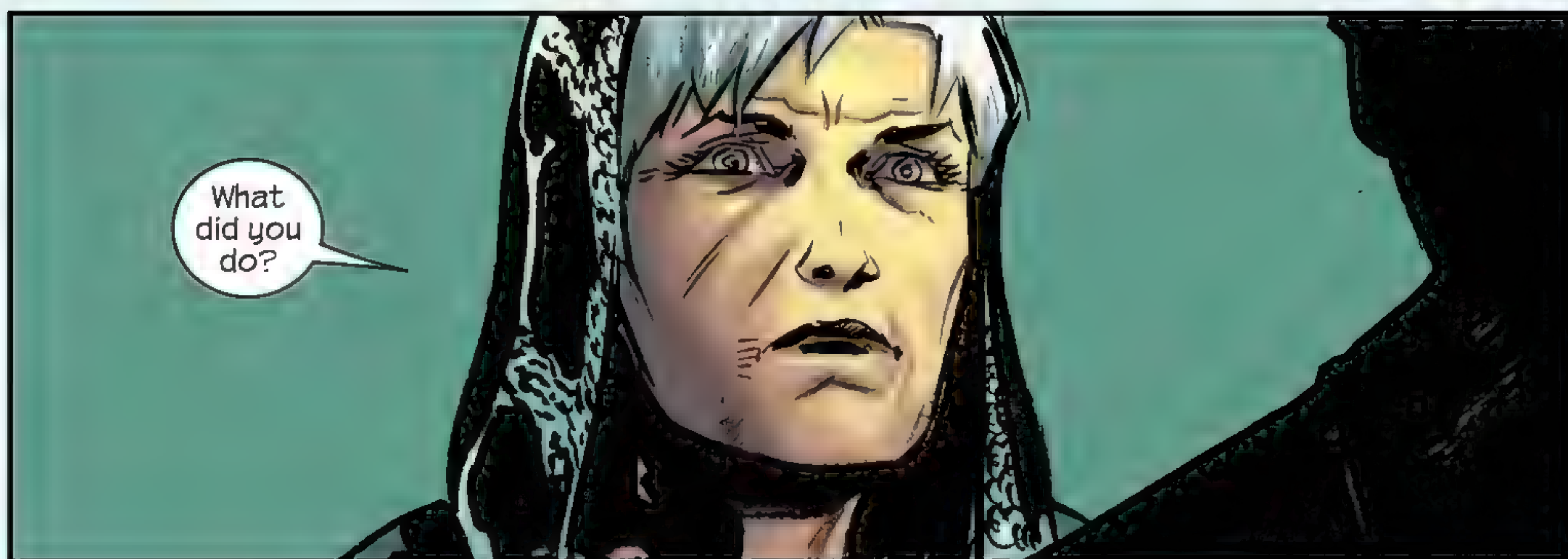
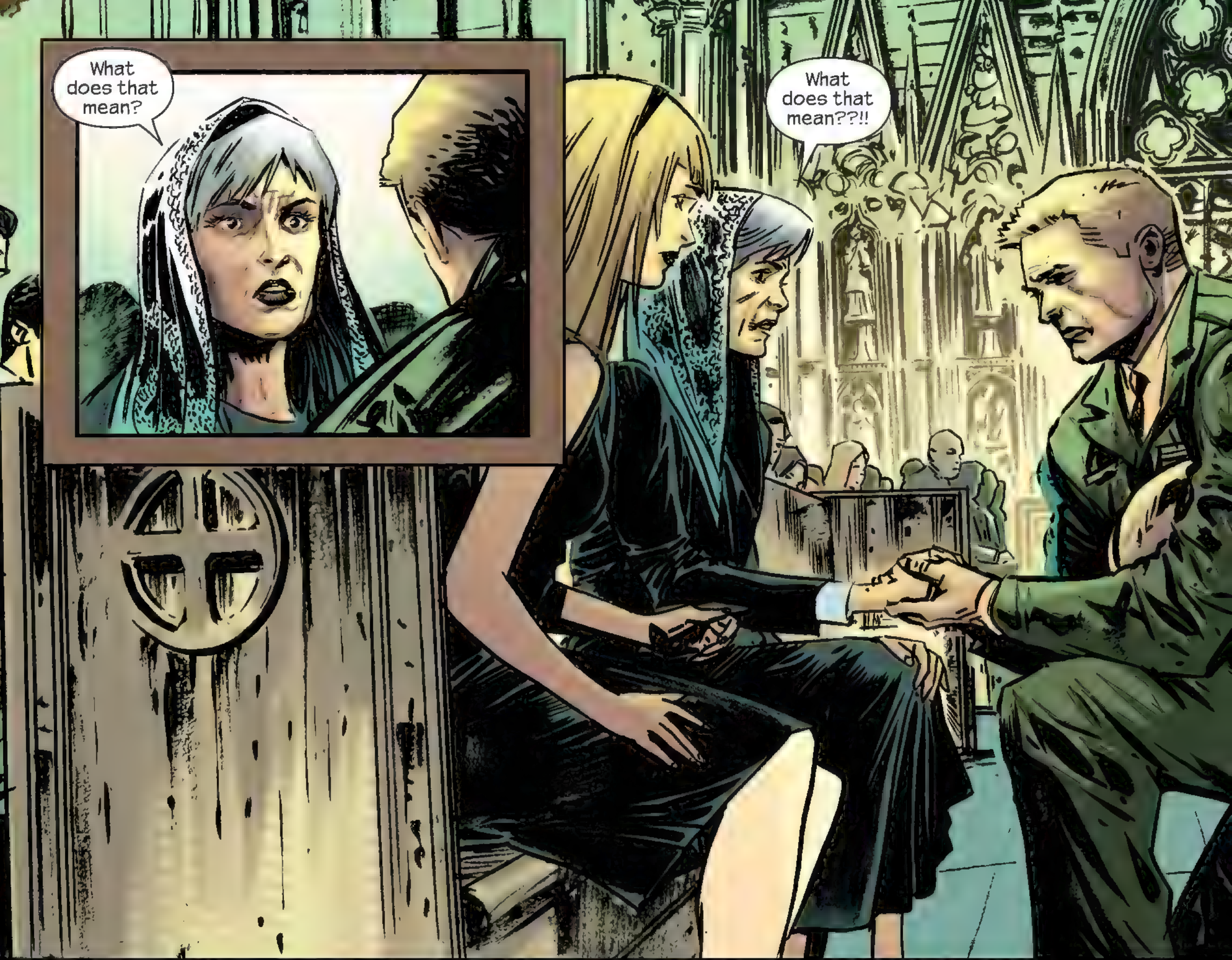
Senior Editor
Mark Paniccia

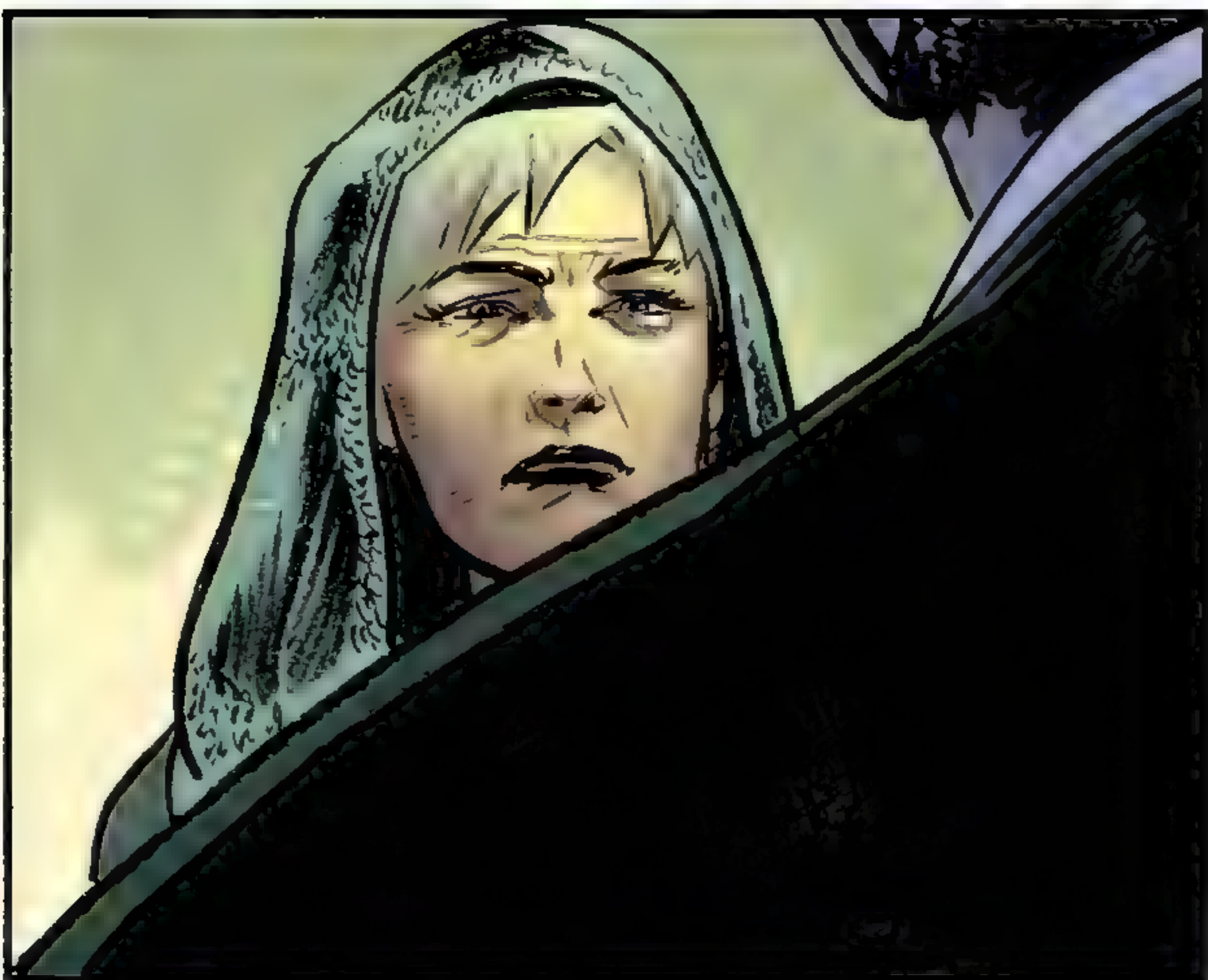
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Axel Alonso

Chief Creative Officer
Joe Quesada

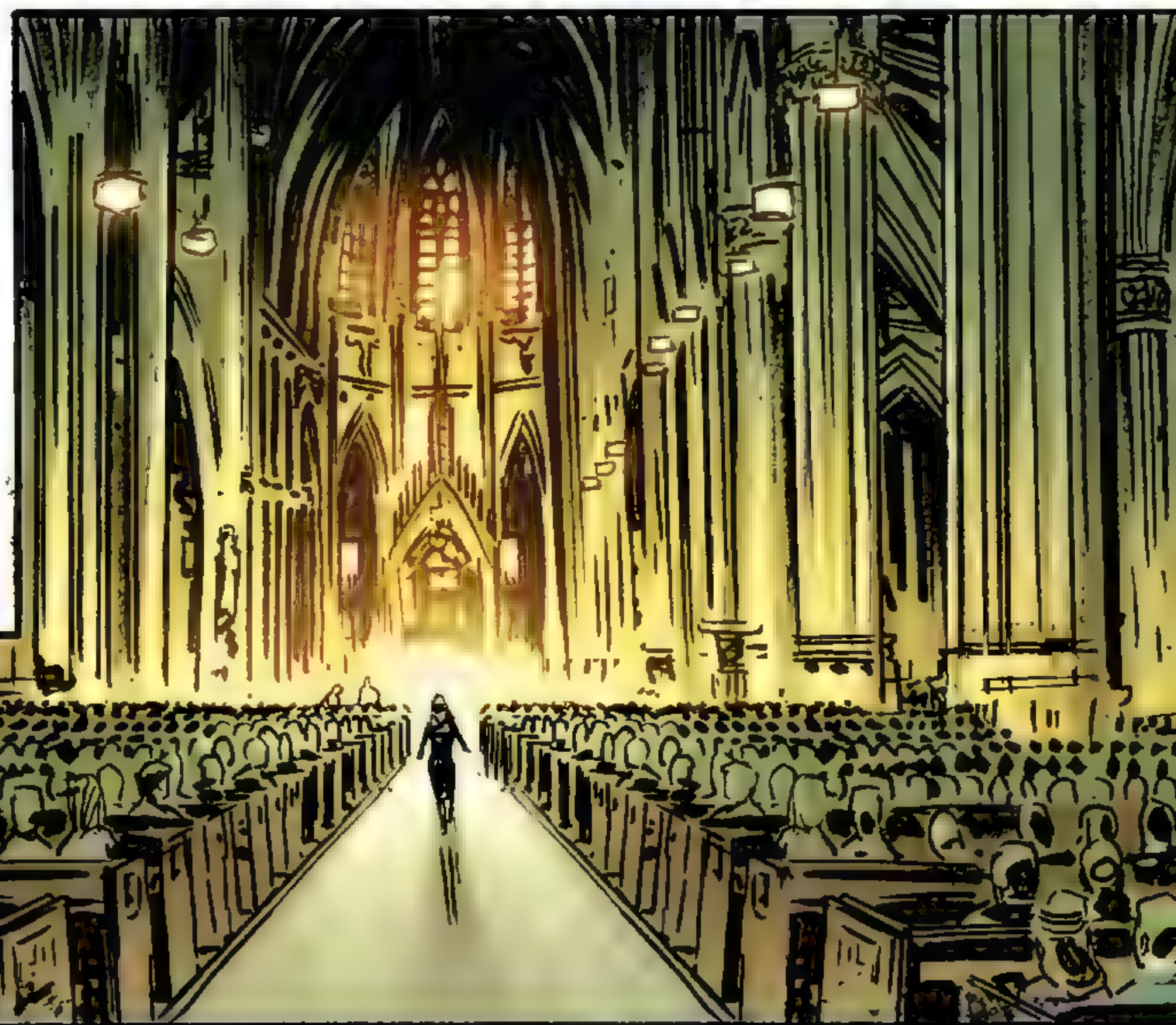
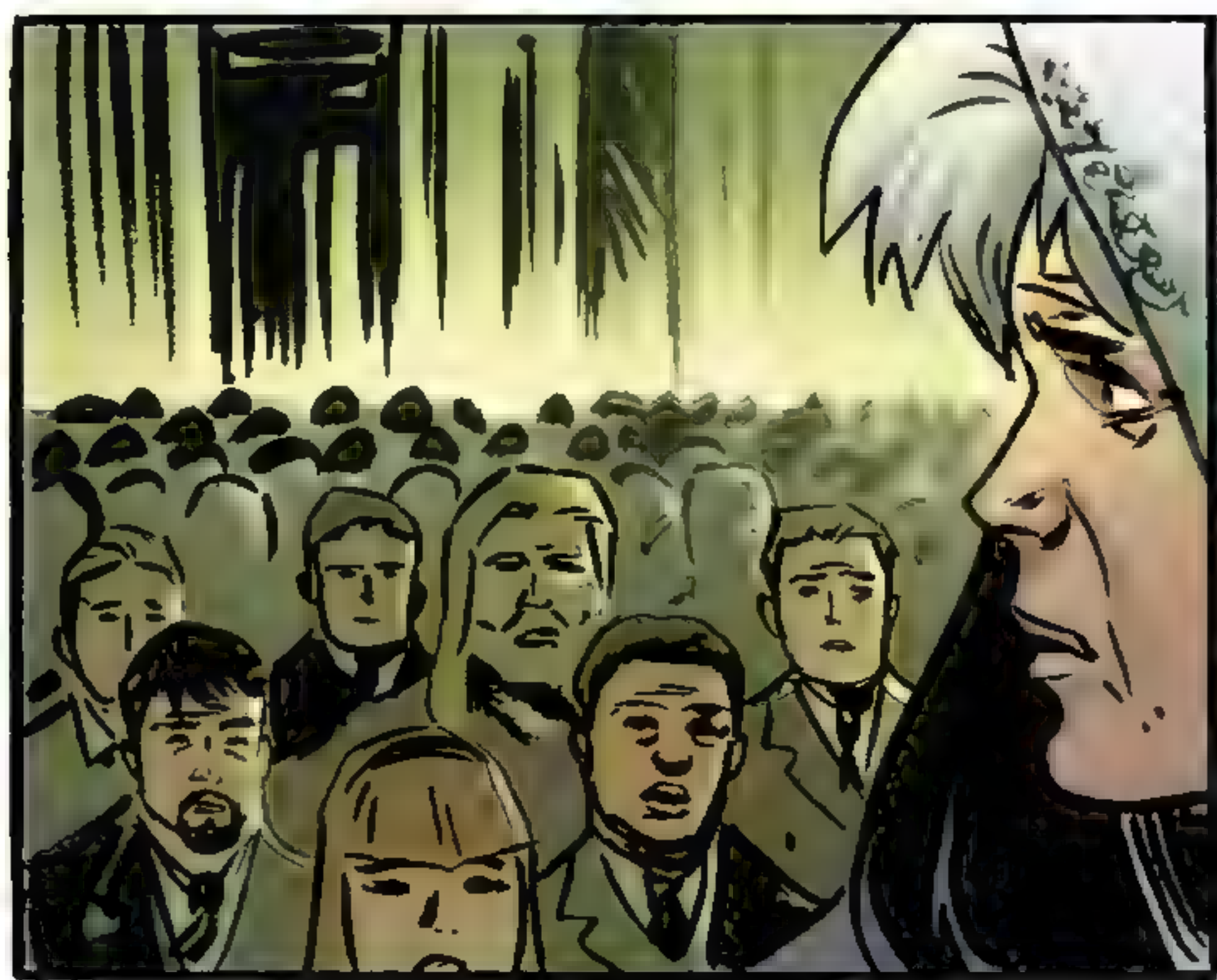
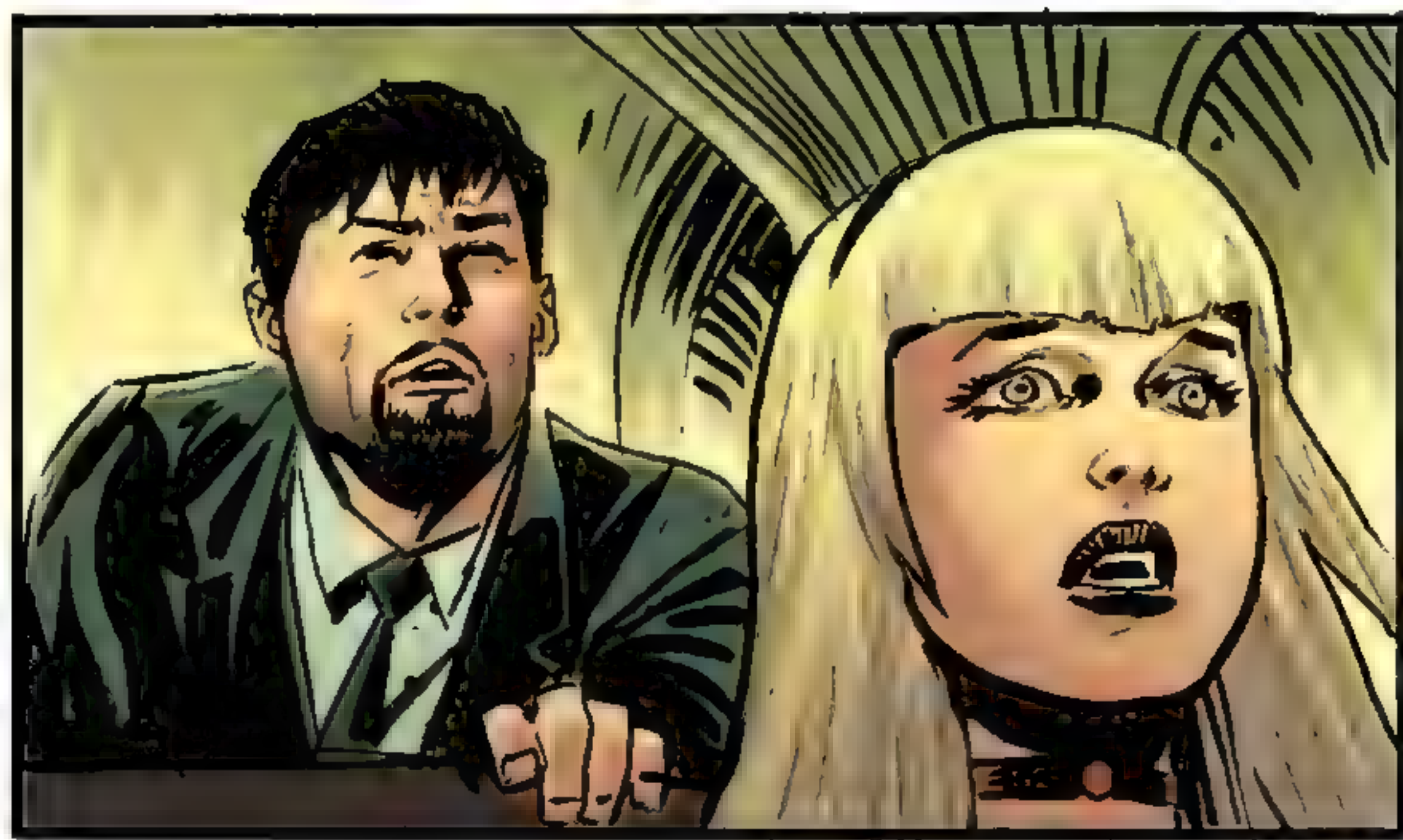
Publisher
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Executive Producer
Alan Fine







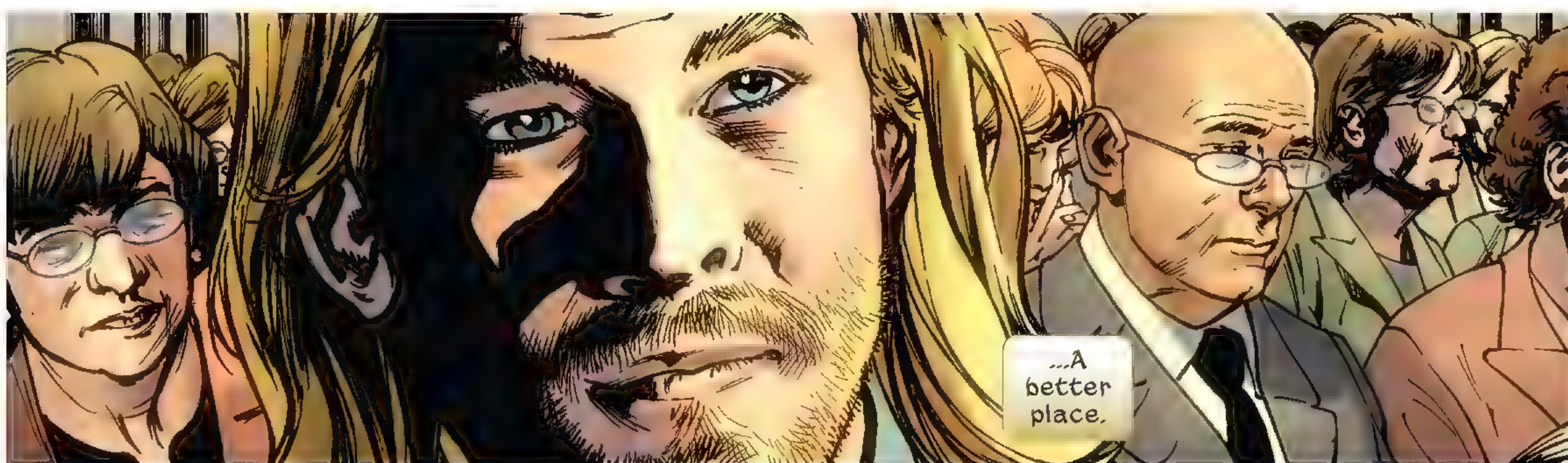




Mrs.
Parker?





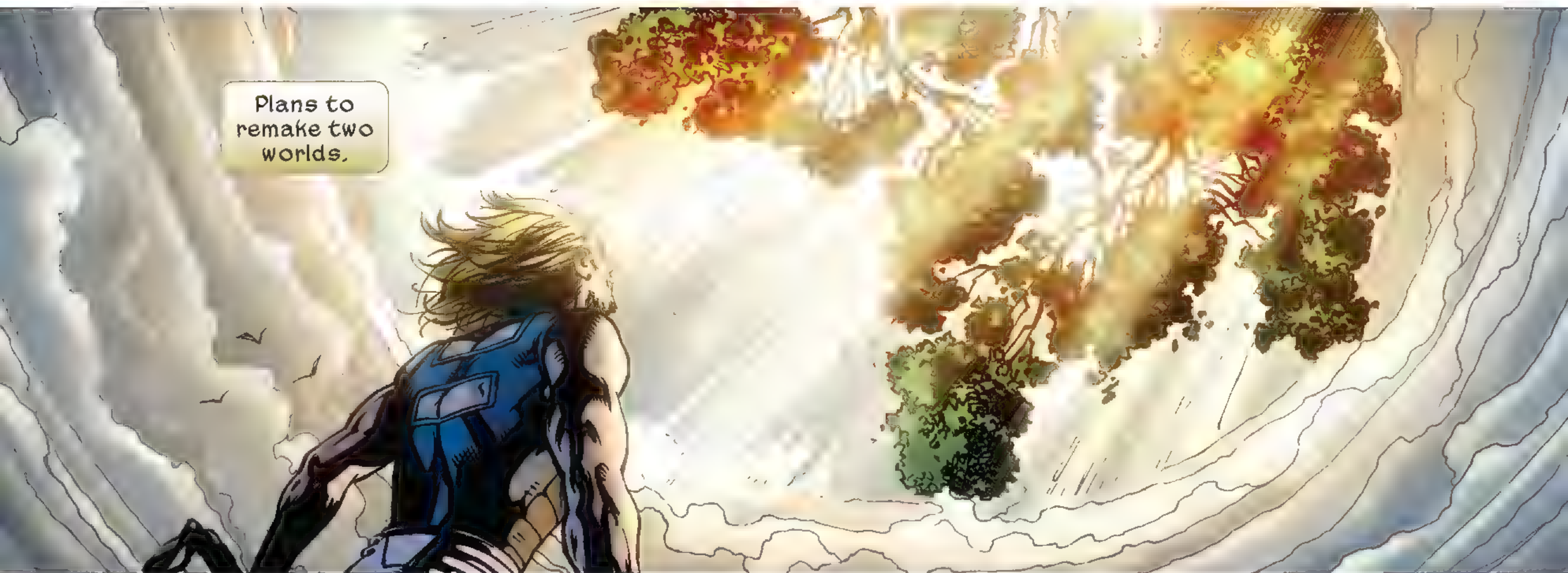




Midgard--
Earth--was
put under my
protection
for a *reason*.



Odin,
you see, had
great plans.



Plans to
remake two
worlds.



*The World
Tree.*

The source of all the
Gods power--the very
heart of *Asgard*...

And now it grows
here as well, just
as Odin intended.



Hello,
Father.



...A better place?

A better world.



Now men can look up!

They can look up and know the gods.



They can look up and know that should they live their lives as they are meant to be...

If they are noble. If they have courage...



Then there is a place where they can find favor...

In Asgard and with Odin himself.



But be warned, of men, not many are able to complete this journey.

The path is plagued with deceit...



...And the inevitable death that comes to those that stray.

But **some** will make it.

The Valiant.

The Bold.



For those
few...there is
a *great hall*.

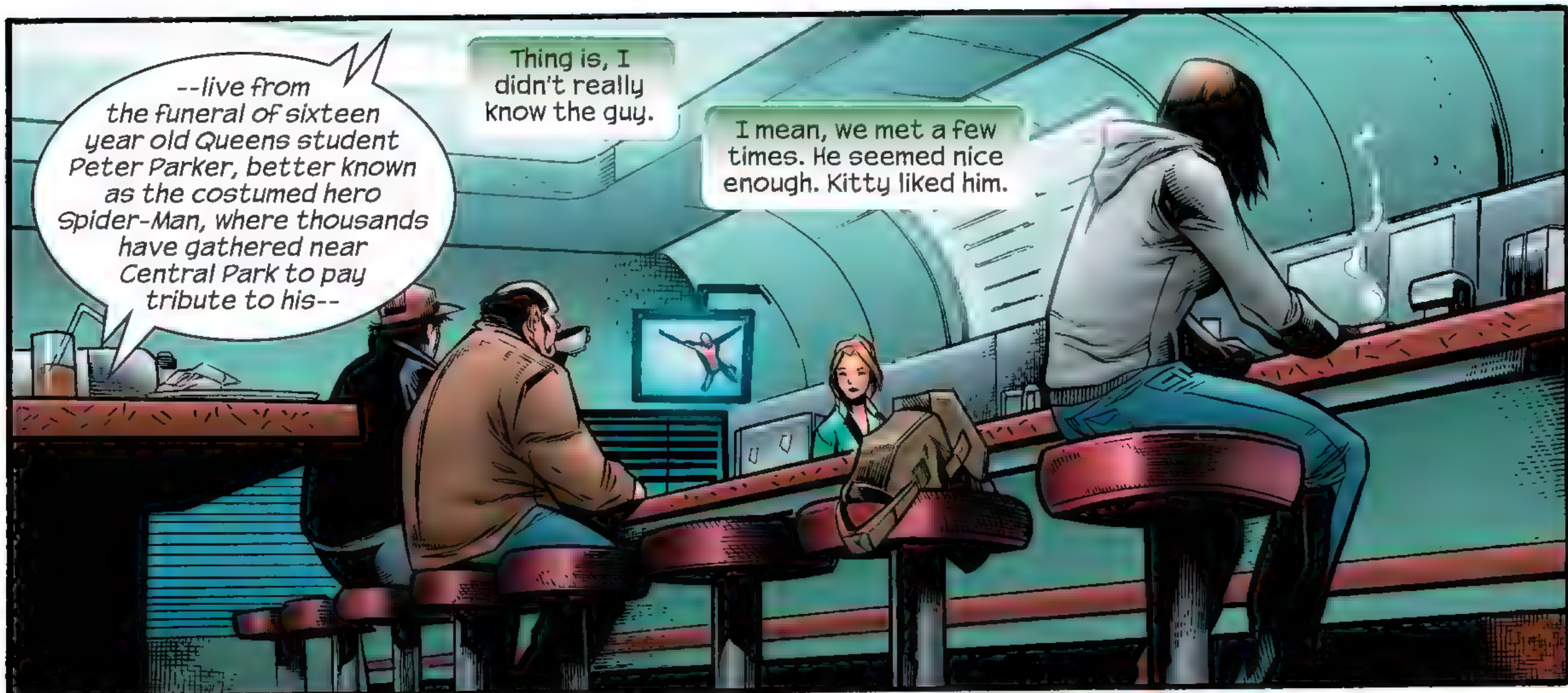
For those
faithful, there
is providence.



For the heroes...
there is *Valhalla*.



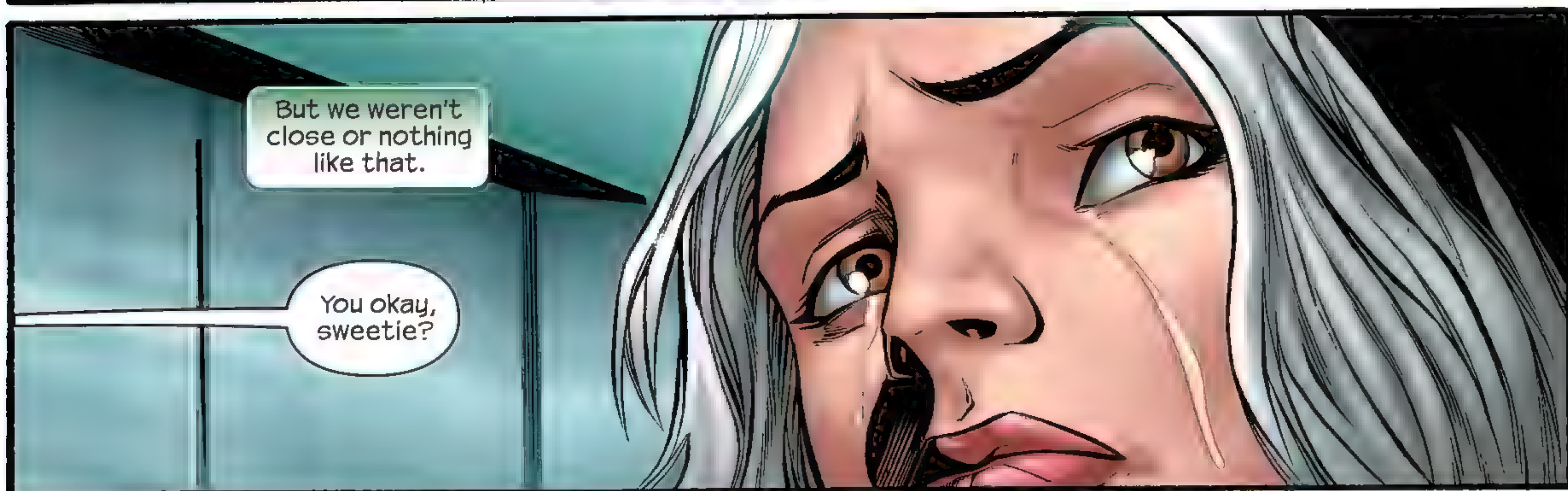
And there--in
that place--
legends
never die.



--live from the funeral of sixteen year old Queens student Peter Parker, better known as the costumed hero Spider-Man, where thousands have gathered near Central Park to pay tribute to his--

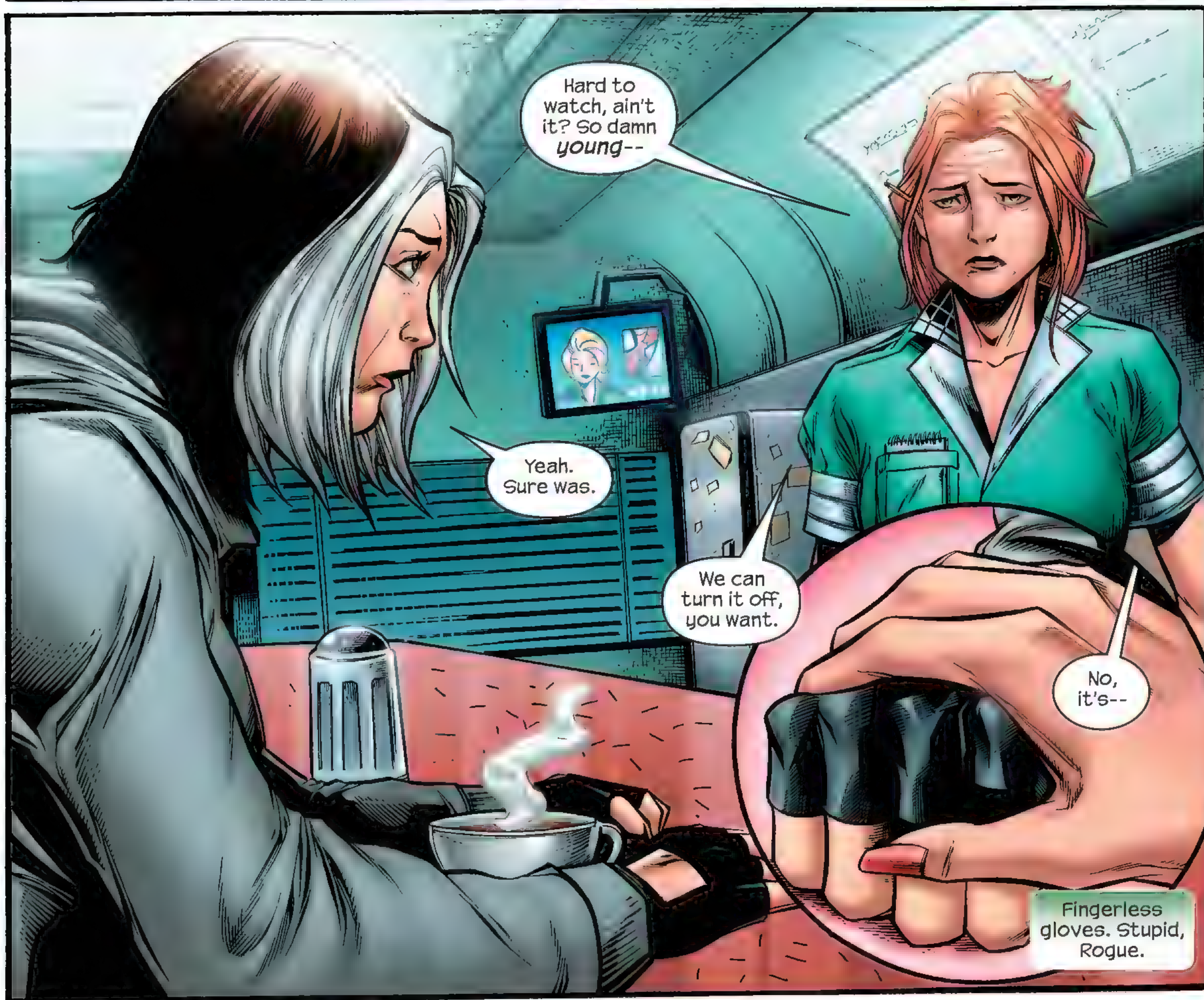
Thing is, I didn't really know the guy.

I mean, we met a few times. He seemed nice enough. Kitty liked him.



But we weren't close or nothing like that.

You okay, sweetie?



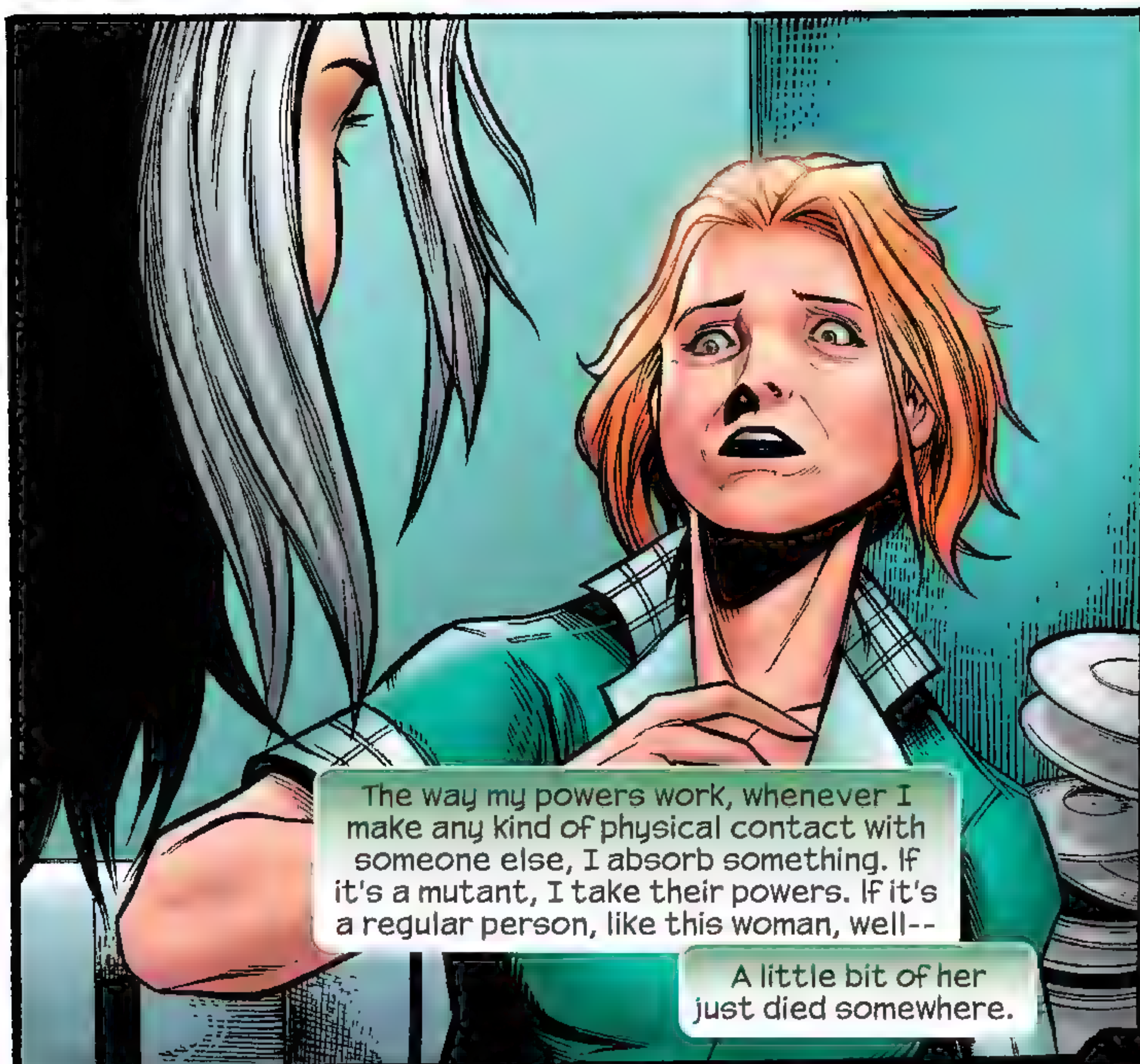
Hard to watch, ain't it? So damn young--

Yeah. Sure was.

We can turn it off, you want.

No, it's--

Fingerless gloves. Stupid, Rogue.



The way my powers work, whenever I make any kind of physical contact with someone else, I absorb something. If it's a mutant, I take their powers. If it's a regular person, like this woman, well--

A little bit of her just died somewhere.

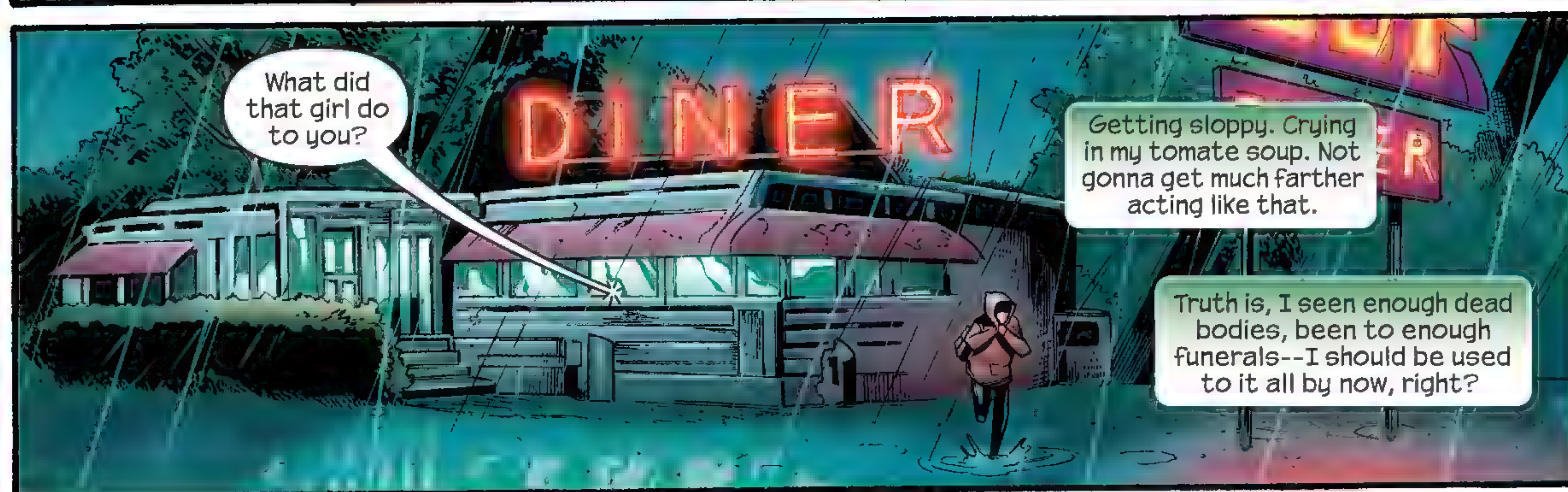


Sorry. Listen, uh-- you keep the change.



--the hell was that?

Margie? Margie? -- Y'all right?



What did that girl do to you?

Getting sloppy. Crying in my tomato soup. Not gonna get much farther acting like that.

Truth is, I seen enough dead bodies, been to enough funerals--I should be used to it all by now, right?



Cain.

Logan.

Remy.

Scott.

The Professor.

All in the ground,
all in my head, all
the time.

The other thing about my touch, when I connect
with someone, I keep a little piece of them. Their
memories, their dreams...their fears. Makes for
a lot of ghosts in the end.

So I been trying to get
away from that life, trying
to get back to normal.
Trying to get back *home*.

But nothing's
ever gonna be the
same as it was.

Back when I first got to Xavier's
school, after I left the Brotherhood--
I looked up one afternoon and there
stood an angel, just as plain as day.

I told the Professor it was a *sign*.
That seeing those things on Earth,
appearing before us, that meant all
kind of bad was coming our way.

Then I looked over
to my right--and
there was a demon.

He didn't think
much of that
at the time.



I wonder what he'd say now.

Him and Magneto both dead.

"And I will give power to my two witnesses--"



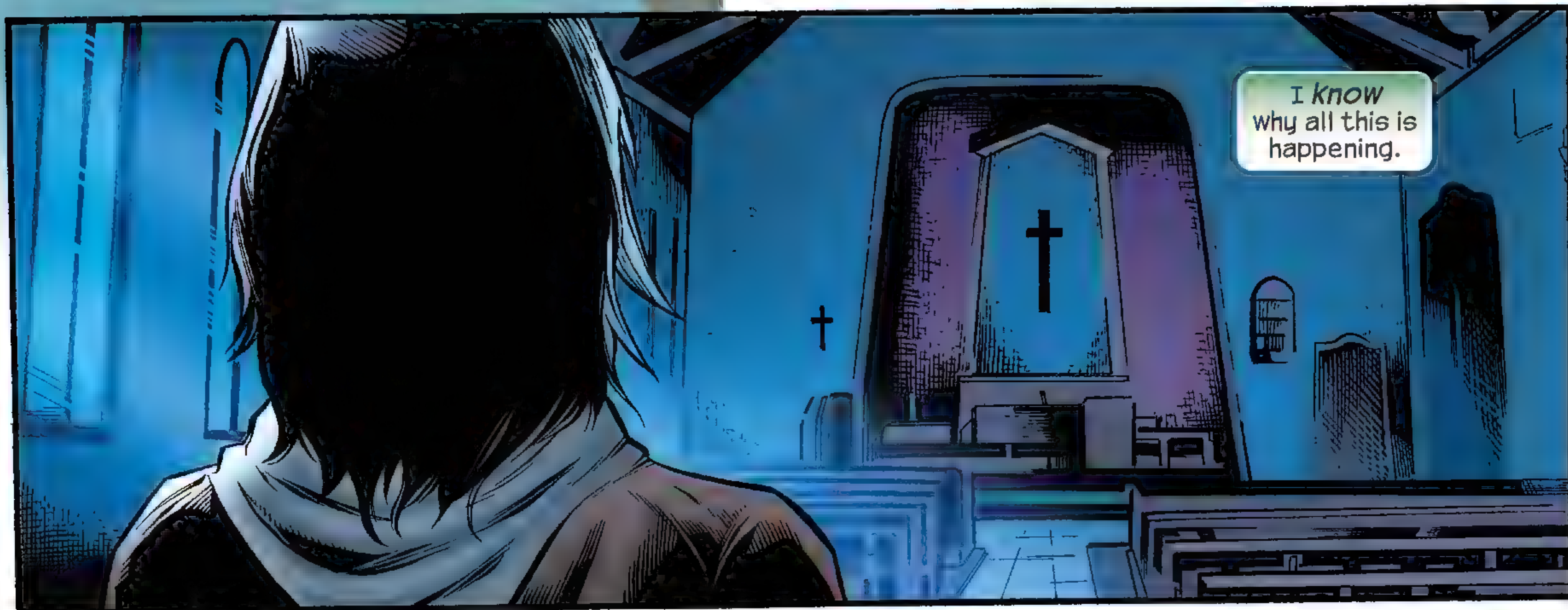
The great flood of New York.

"He poured out his vial upon the sea, and it became as the blood of a dead man--"

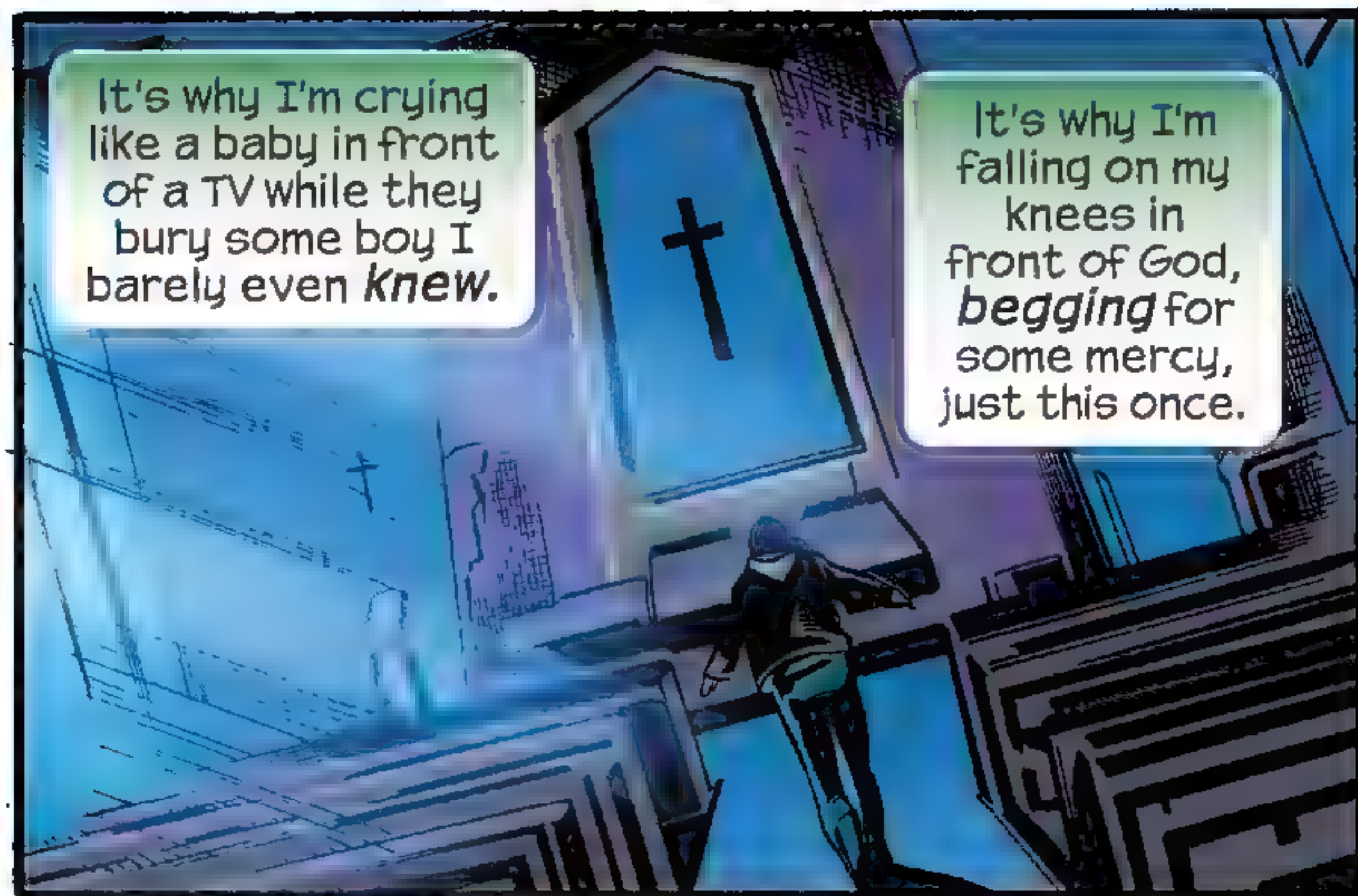


Mutants running for their lives, getting rounded up and put in camps. Getting shot on sight.

"They will seize you and persecute you. They will deliver you to synagogues and prisons, and you will be brought before kings and governors--"



I know why all this is happening.



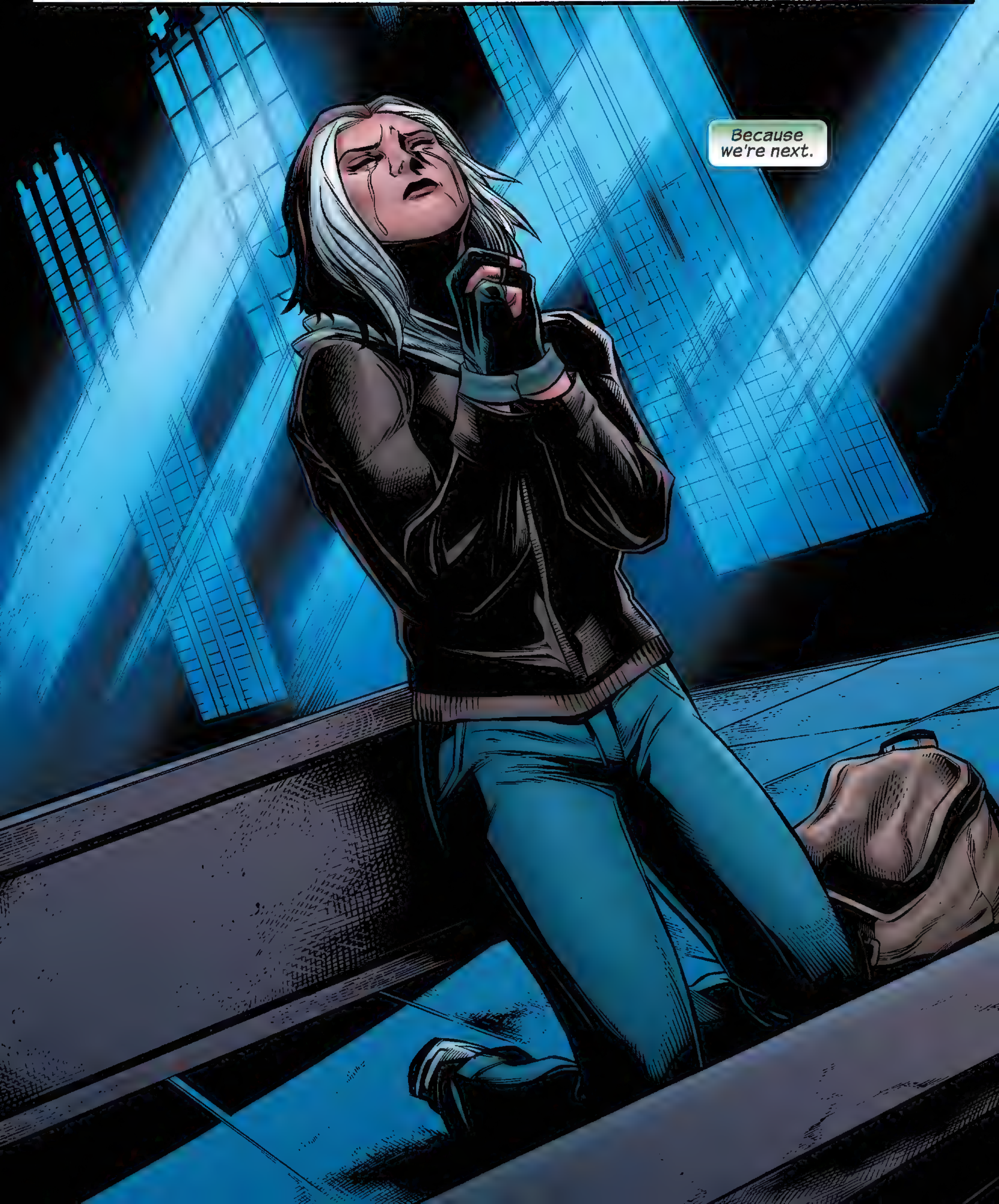
It's why I'm crying
like a baby in front
of a TV while they
bury some boy I
barely even *knew*.

It's why I'm
falling on my
knees in
front of God,
begging for
some mercy,
just this once.



*This is the
end of the
world.*

And I ain't praying
for the souls of the
ones we done lost,
I'm praying for us--

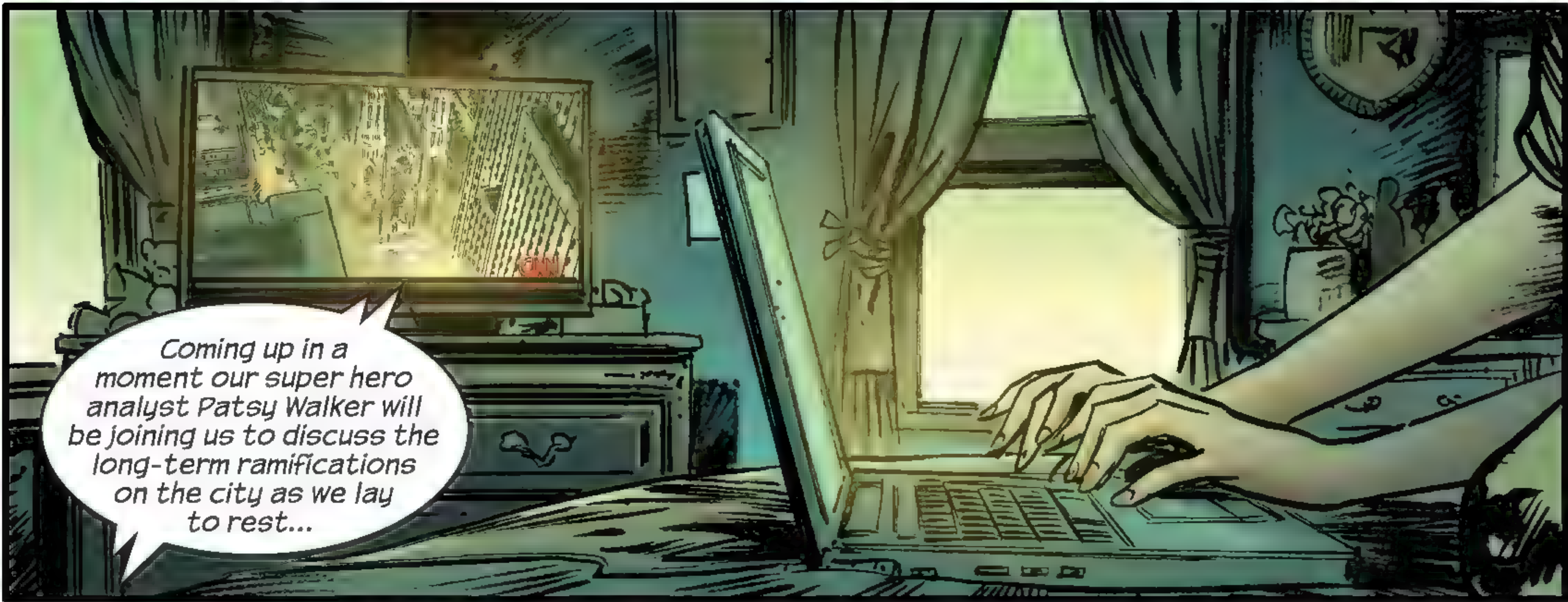


*Because
we're next.*

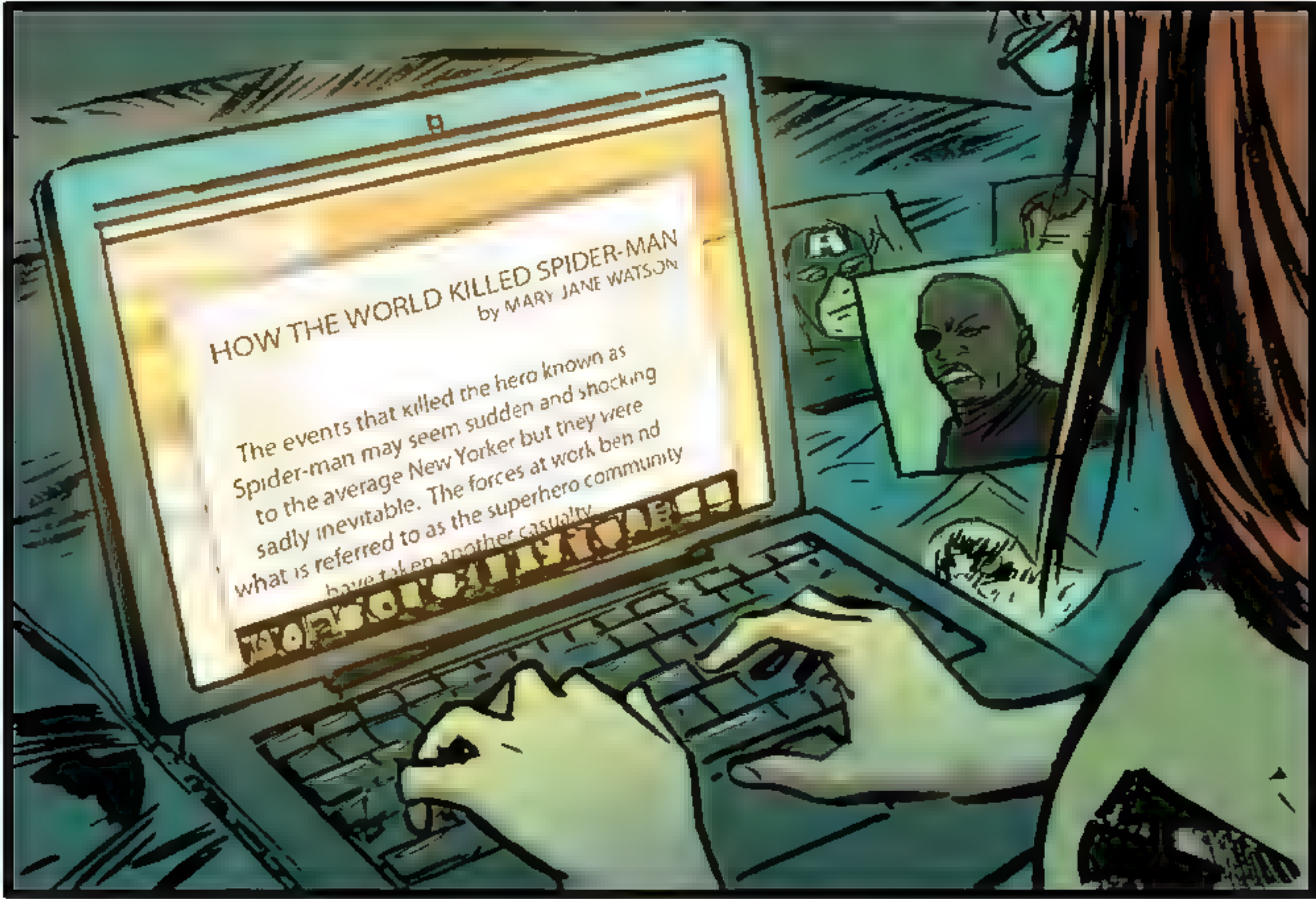
--believe that was Daily Bugle Publisher J. Jonah Jameson escorting Peter Parker's legal guardian May Parker back inside the church.



We could not hear what was said but obviously the woman is distressed.



The teenager Spider-Man.



NEXT ISSUE



Enjoyed *ULTIMATE COMICS FALLOUT* #2?



ULTIMATE COMICS FALLOUT #3

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ULTIMATE FALLOUT

SPIRIT MAN NO MORE

MARVEL[®]
ISSUE
3

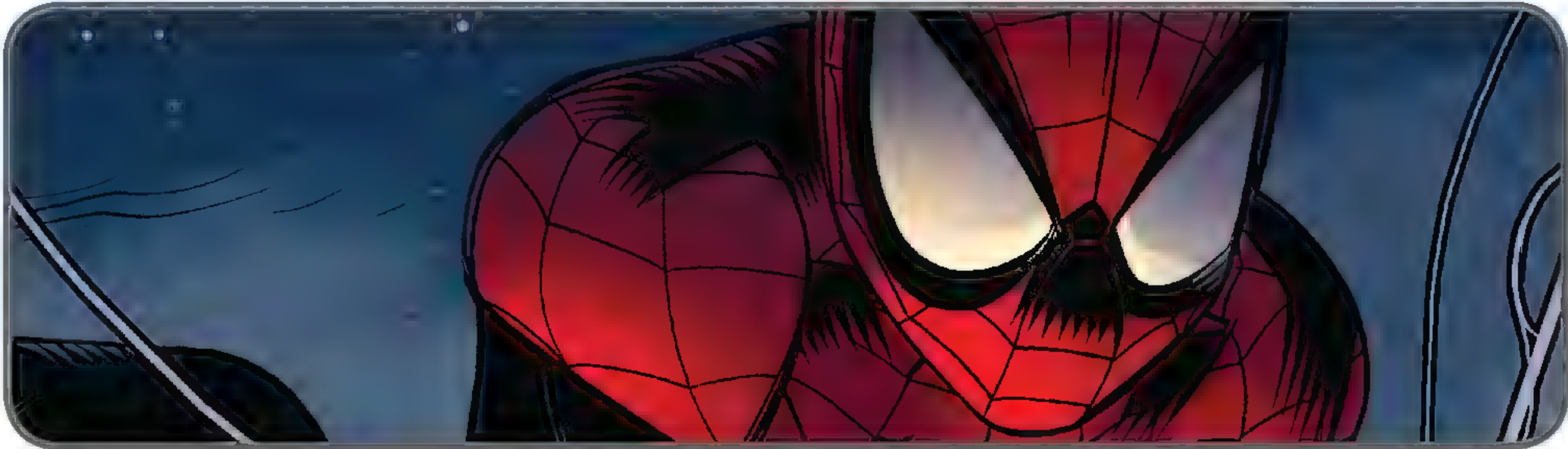


HICKMAN • SPENCER • KURTH • NGUYEN • PAGULAYAN

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PREVIOUSLY:

Peter Parker died heroically at the hands of Norman Osborn, a.k.a. the Green Goblin, in the arms of his one true love Mary Jane and the woman who raised him, Aunt May.

While Aunt May and Gwen Stacy attempt to cope with Peter’s passing, Captain America confesses that he’s the reason Peter was killed. Overcome with shock and grief, Aunt May finds condolence from an unlikely friend, J. Jonah Jameson.

The world grieves in different ways, some in explosive anger, and others by taking to the street. But everyone feels a sense of loss and uncertainty, even heroes like Thor, the Norse God of Thunder, and Rogue, a former X-Man now on the run.

Meanwhile Mary Jane Watson plots retribution: revealing to the world how Nick Fury and his team of super heroes are responsible for Spider-Man’s death.



ULTIMATE FALLOUT
CHAPTER THREE OF SIX

TONY STARK

Writer Jonathan Hickman	Penciler Steve Kurth	Inker Jay Leisten	Colorist Antonio Fabela
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KITTY PRYDE

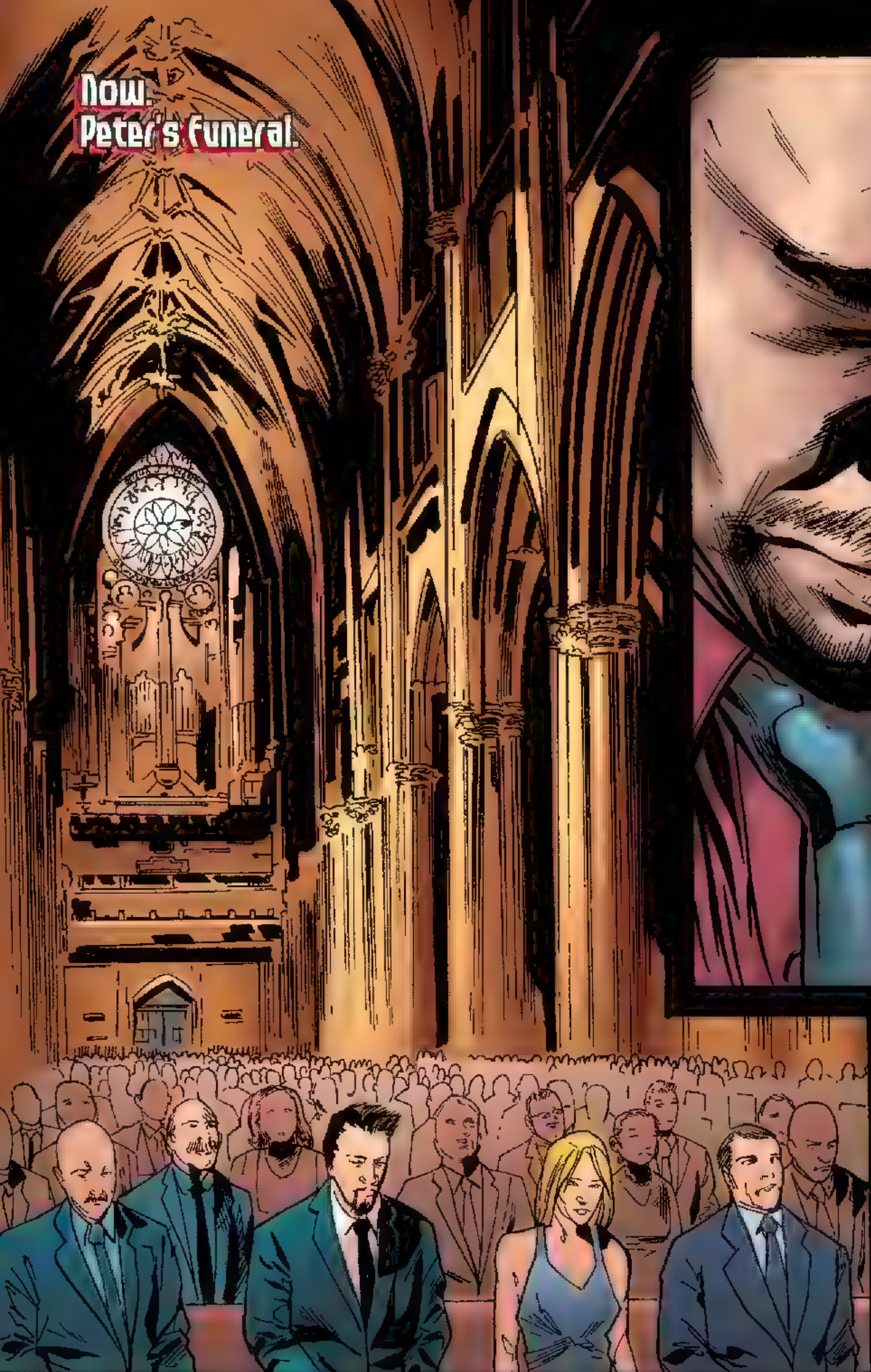
Writer Nick Spencer	Artist Eric Nguyen
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KAREN GRANT & THE HULK

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Senior Editor Mark Paniccia	Editor in Chief Axel Alonso	Chief Creative Officer Joe Quesada	Publisher Dan Buckley	Executive Producer Alan Fine
Thanks to Joe Sabino				

Now
Peter's Funeral.



Four Days Ago.
Gregory's Funeral.

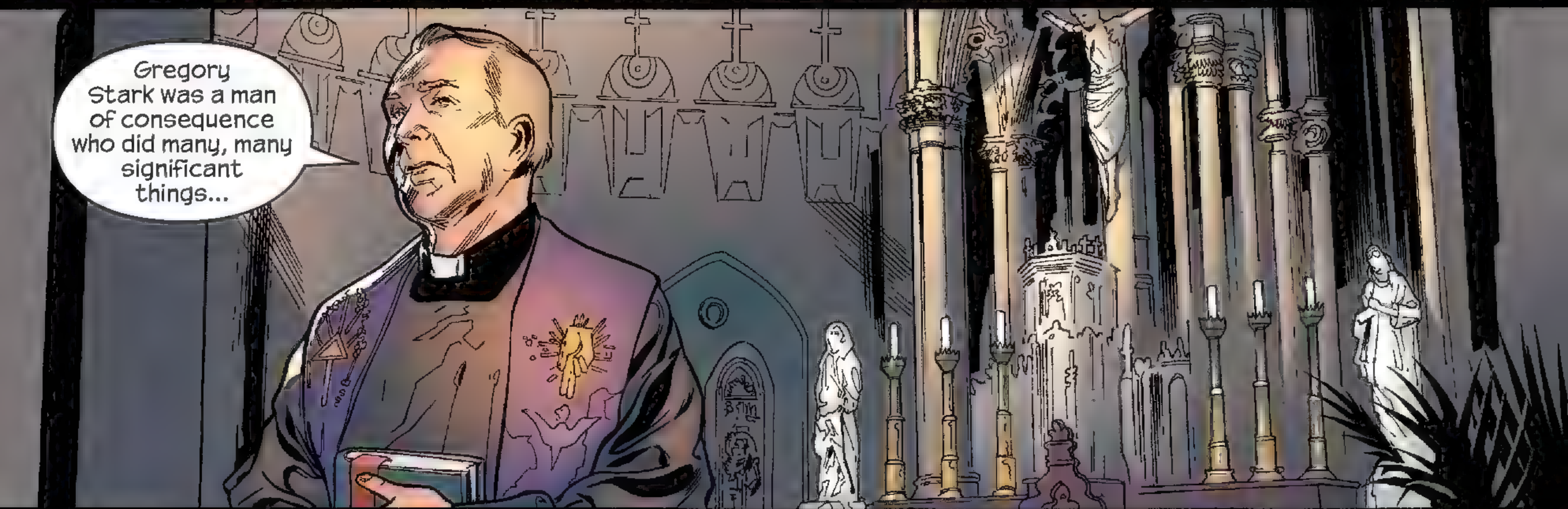
For the fallen there are no regrets. No moments passed by on which to ponder--no more thoughts of what could have been.

All that remains is this:

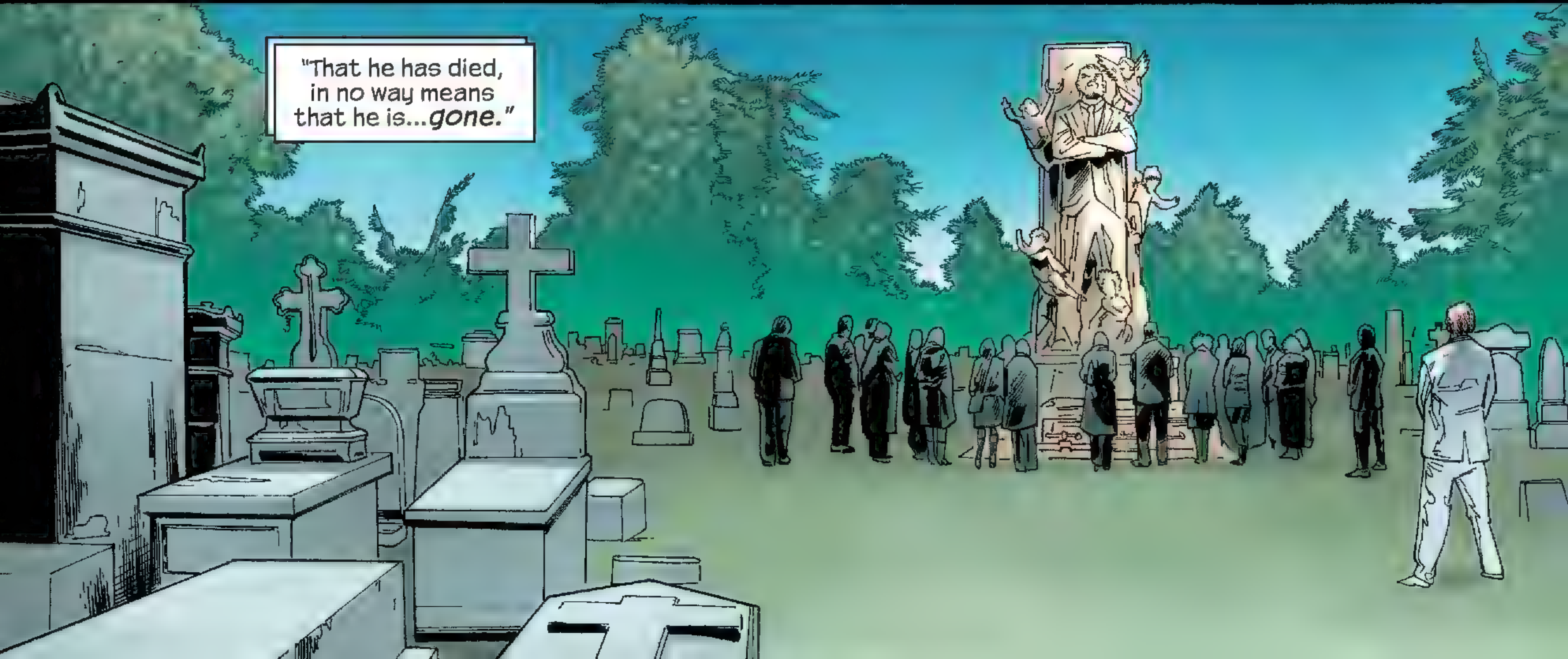
A resonance proportional to the works done in one's life.

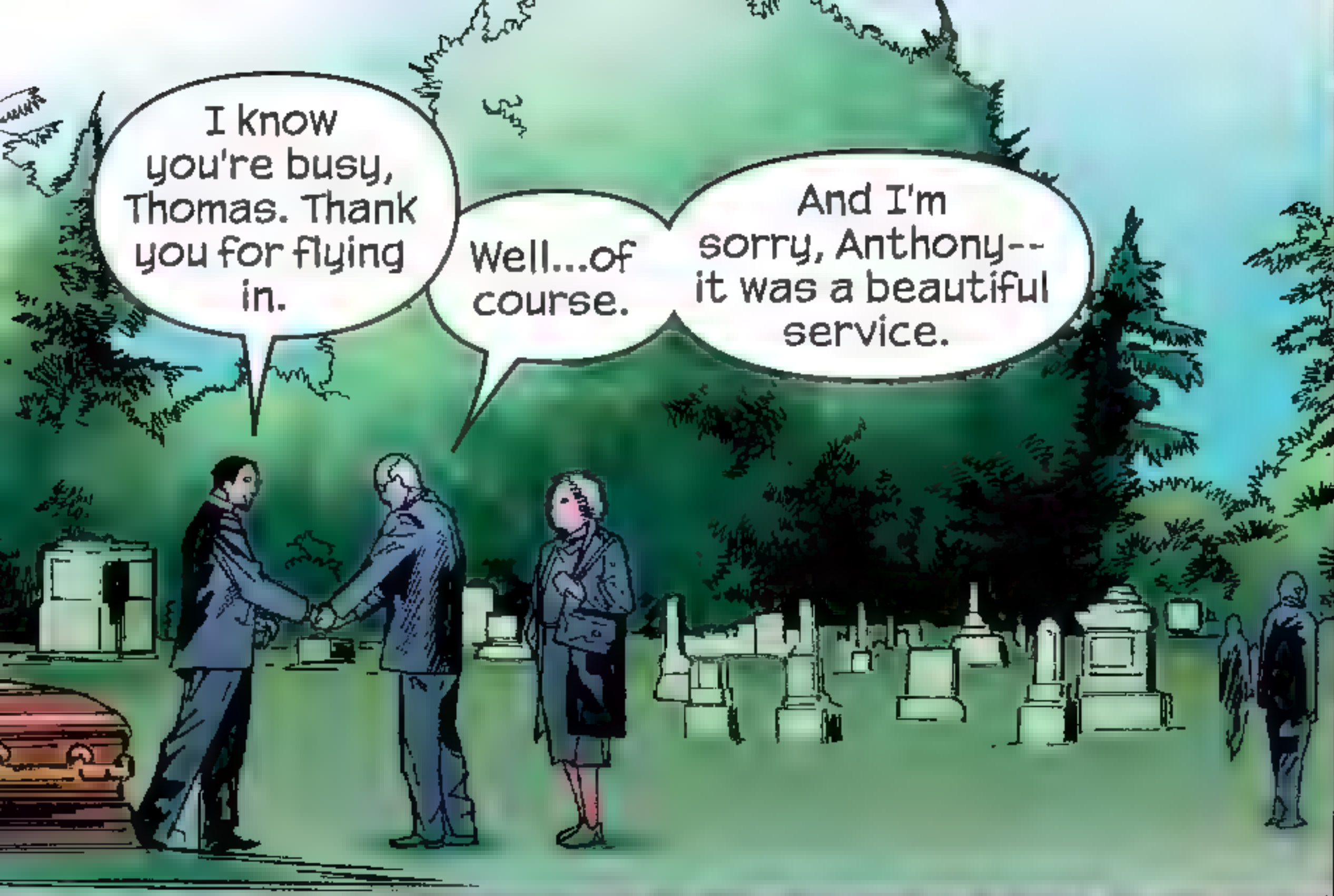


Gregory Stark was a man of consequence who did many, many significant things...



"That he has died, in no way means that he is...gone."





I know you're busy, Thomas. Thank you for flying in.

Well...of course.

And I'm sorry, Anthony-- it was a beautiful service.



Well, I must say...



I do think Gregory would have frowned on the cherubs, Mr. Stark.

How dare they fly about while he remains earthbound. Forever.

Excuse me...have we met?



Briefly in Monaco two summers ago. Gregory and I were there on matters of business. You, clearly, at the time *were not*.

I'm Jonathan Blackhaven.



Ah, *the* Blackhaven. Owner of the world's fastest growing pharmaceutical company-- I'll be sure to remember next time.

Thank you for coming, Jonathan. I'm sure Gregory would have appreciated it.

Actually, I'm here on his behalf. It seems your brother wanted you to continue what he and I had begun.



So you're here about my brother's will...

The executor of his estate called me several days ago. I know he left me everything...

I haven't had time to look at existing contracts or...

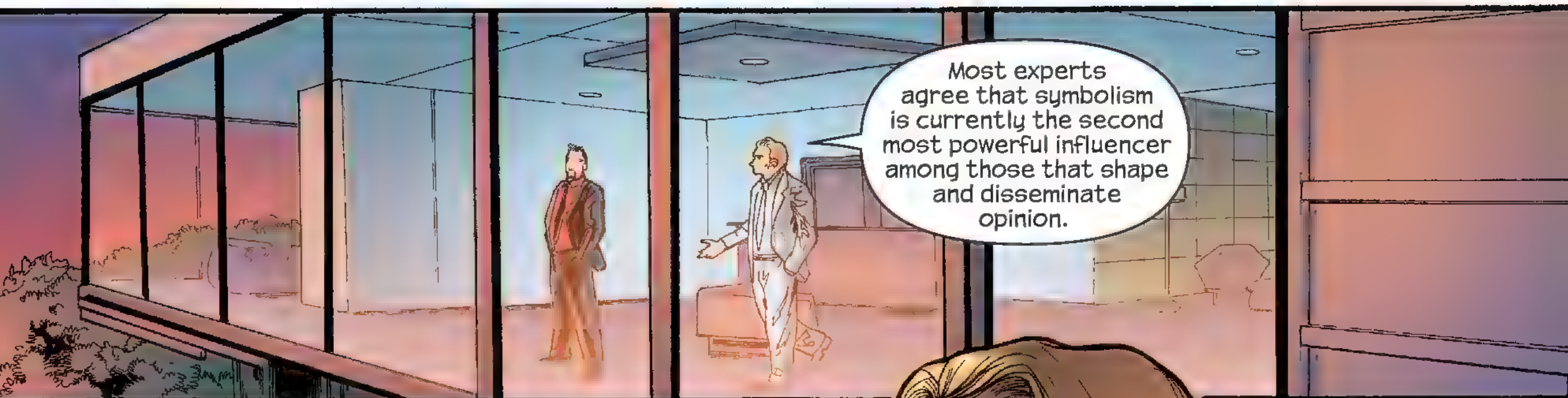
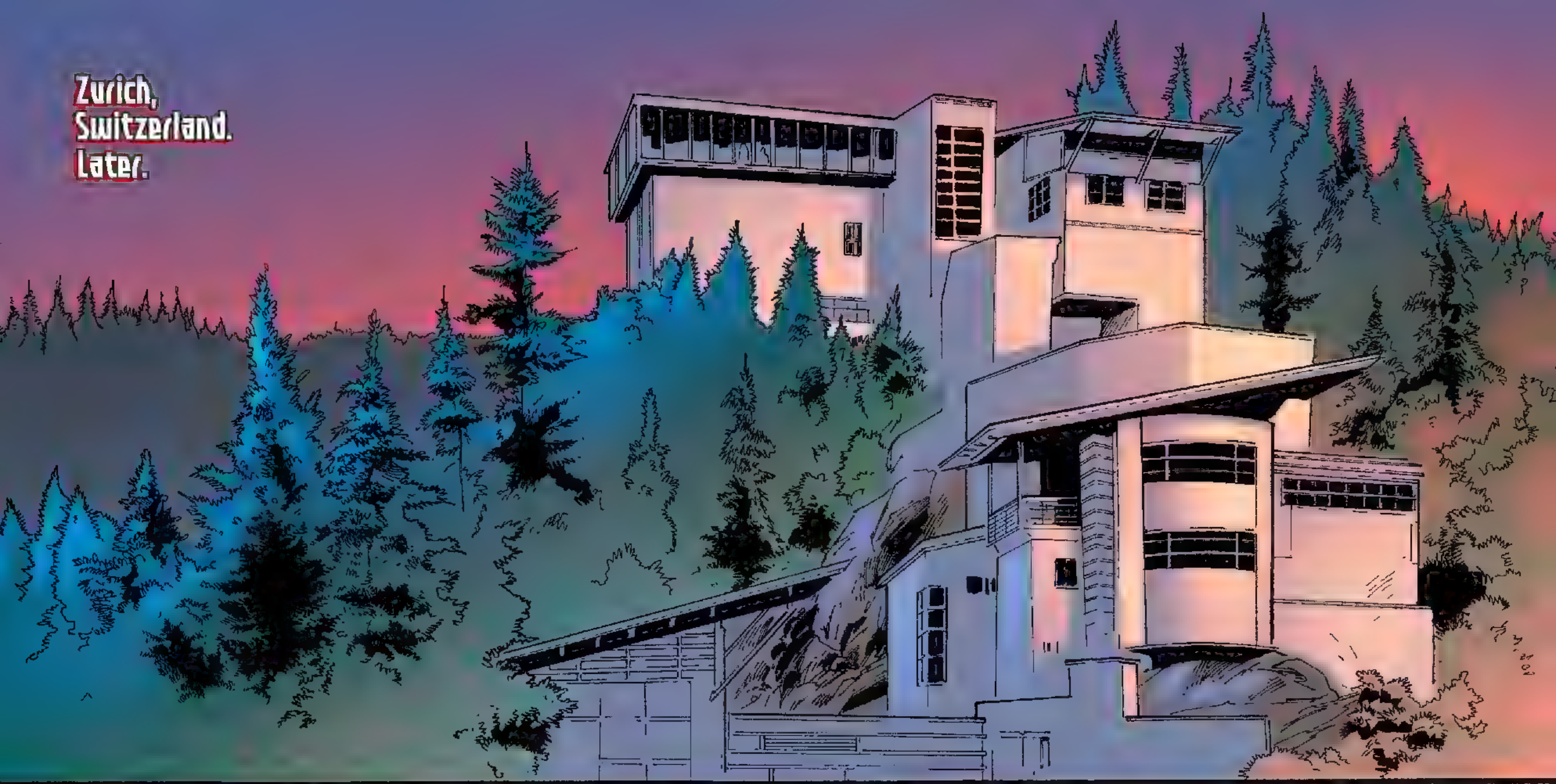


No, no, Mr. Stark. You are talking his *things*-- his money, his property, and on and on...

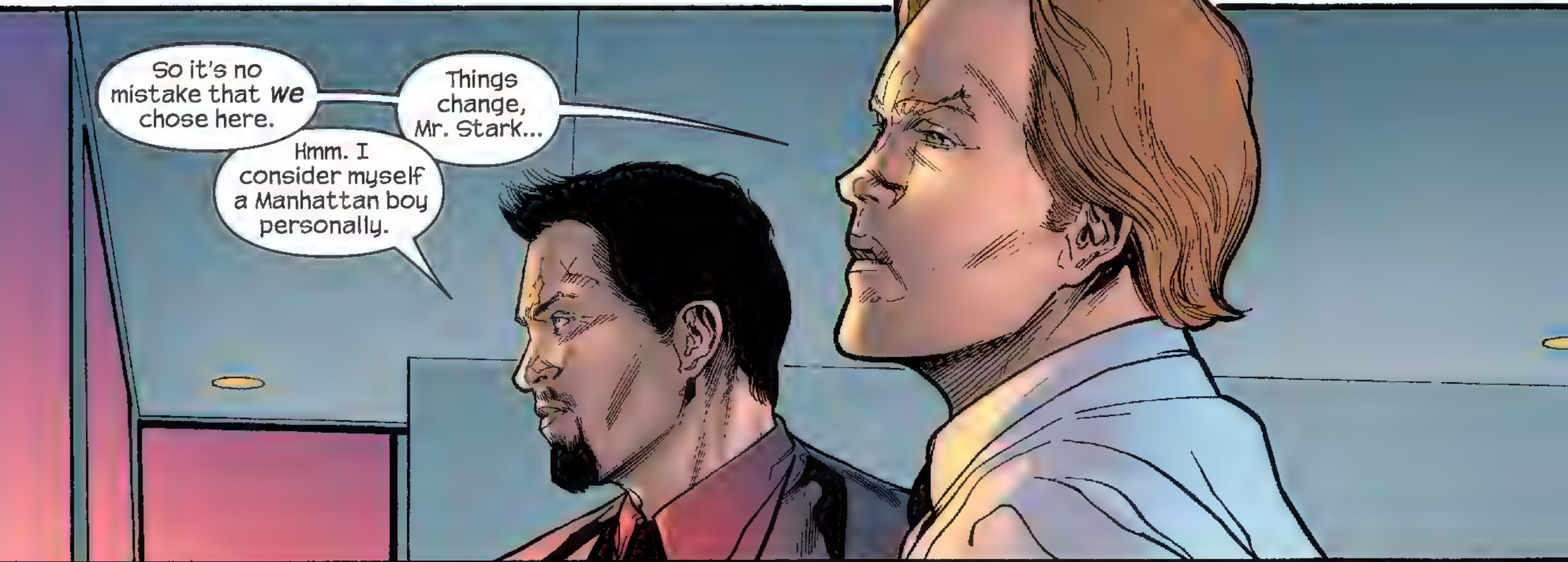
This is something much more important.

Tell me, how do you like Zurich this time of year?

Zurich,
Switzerland.
Later.



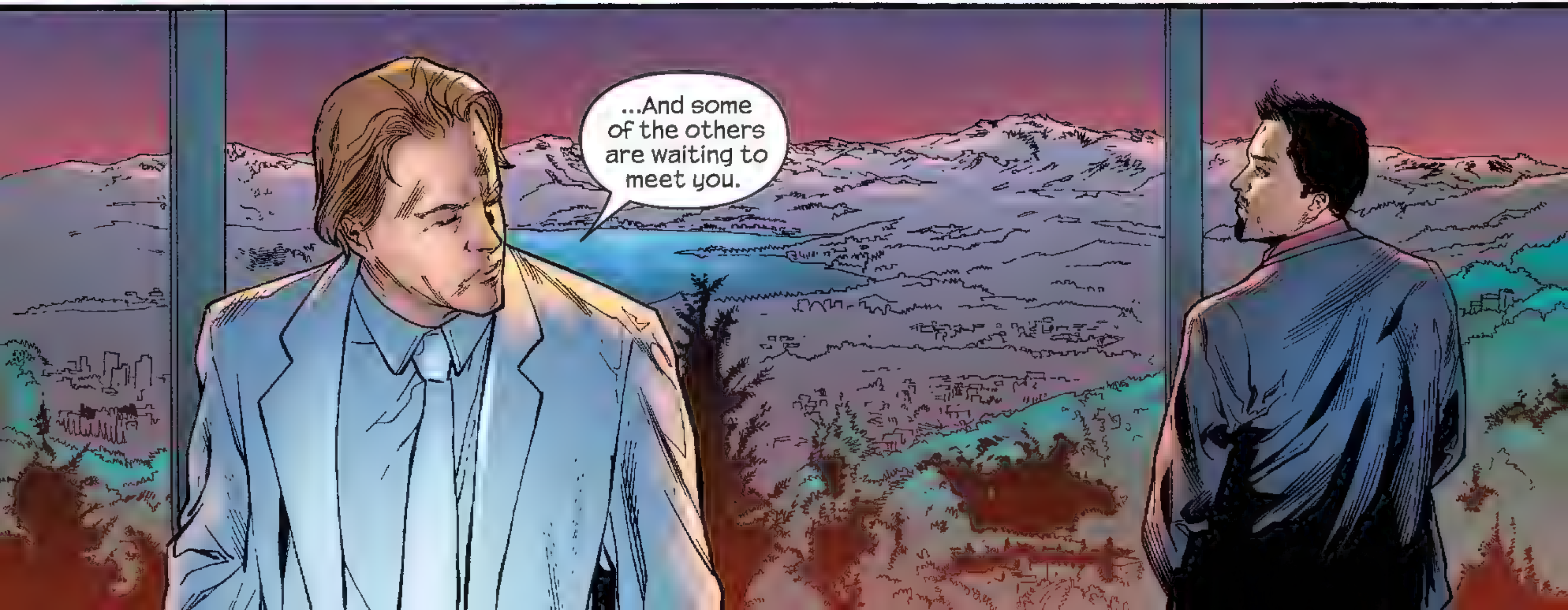
Most experts agree that symbolism is currently the second most powerful influencer among those that shape and disseminate opinion.



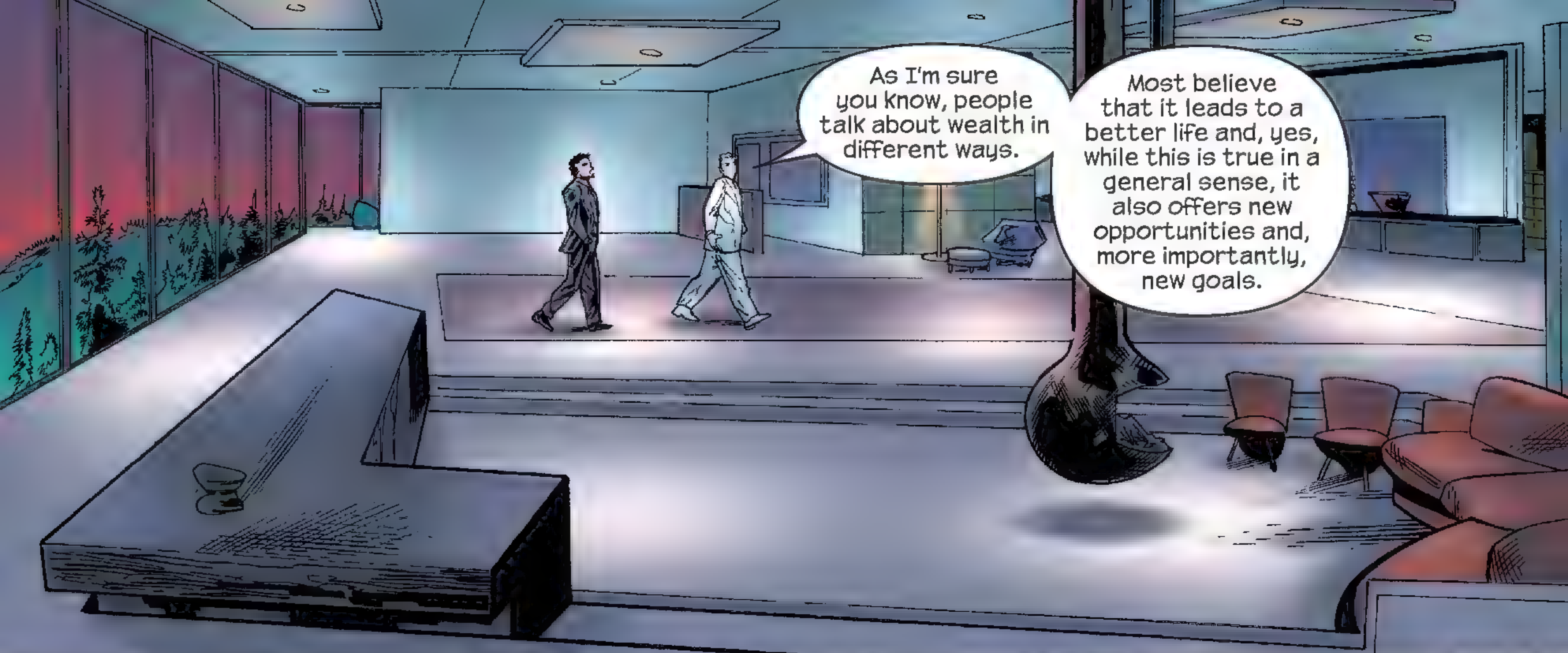
So it's no mistake that *we* chose here.

Things change, Mr. Stark...

Hmm. I consider myself a Manhattan boy personally.



...And some of the others are waiting to meet you.



As I'm sure you know, people talk about wealth in different ways.

Most believe that it leads to a better life and, yes, while this is true in a general sense, it also offers new opportunities and, more importantly, new goals.



Mr. Blackhaven, with my brother's estate added to my own, I'm now worth 91 billion dollars. You don't need to explain wealth to me.



As for opportunity: I'm a super hero.

I'm going to assume you have a broader point.



Of course.

The other thing widely believed is that most of the richest people in the world come from old money.

This implies that somehow we didn't really earn the wealth that we have.

That our successes are tainted in some way.



But we know this is a lie, don't we?

Yes it is.



Both you, and your brother, Gregory, were perfect examples of a phenomenon that has cropped up in this, our new global economy.

One that operates at light-speed and never goes to sleep.



You are part of the super-elite.



And so are we.

This is La Contessa Valentina Allegra de la Fontaine. Chairman of the OXE Group, which just happens to currently be the largest holding company in the world.

Ciao, handsome.



To her right are the twins, Miroslav and Dieter Buchwald. Co-founders of the Deutsche Telecom giant, Freivolkswald.



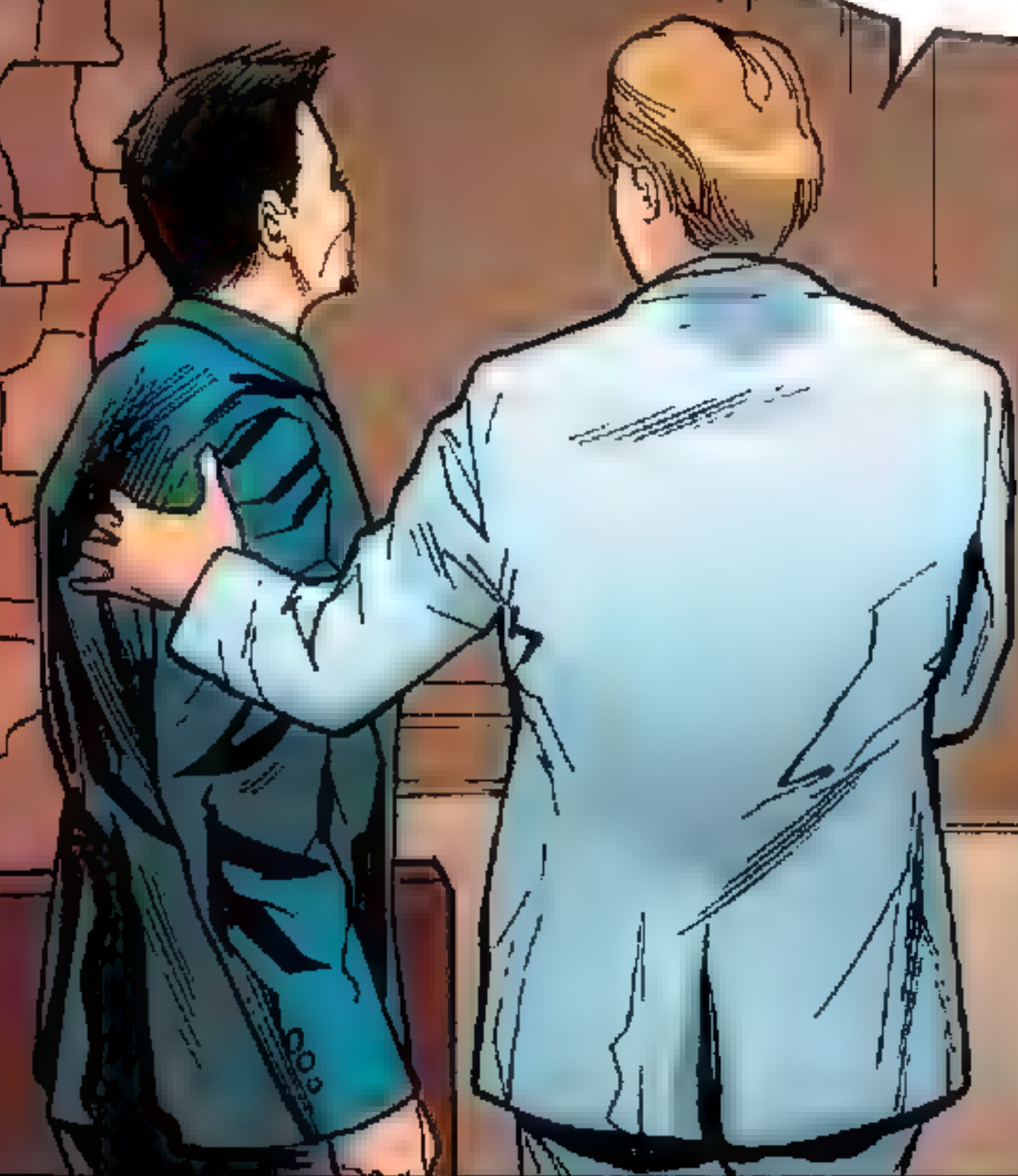
Ming Xiang is the face of HKpec. A multinational oil and gas corporation that is also the second largest refiner in the world.

And I'm sure you know of Damon Dunn. He was the youngest billionaire in history by the age of seventeen.

Now at twenty-one he is the fourth wealthiest person in the world. All thanks to his creation of the DNA-based processor.

Just wait until they become affordable.

Hiya, Tony.



Hello, Damon, this crowd can't be all bad if you're involved...

Should I read anything into being passed over for my brother? I think I might be offended.

I lobbied pretty hard for you at the time, but that's not a concern now.

Allow me to formally offer you an invitation to join the *Kratos Club*.



And that comes with what? A smoking jacket?

Earlier I mentioned the super-elite...well, all of us here--along with 50 of our carefully selected friends--have started a little project...

And when I was talking about wealth earlier, it was to make a point.





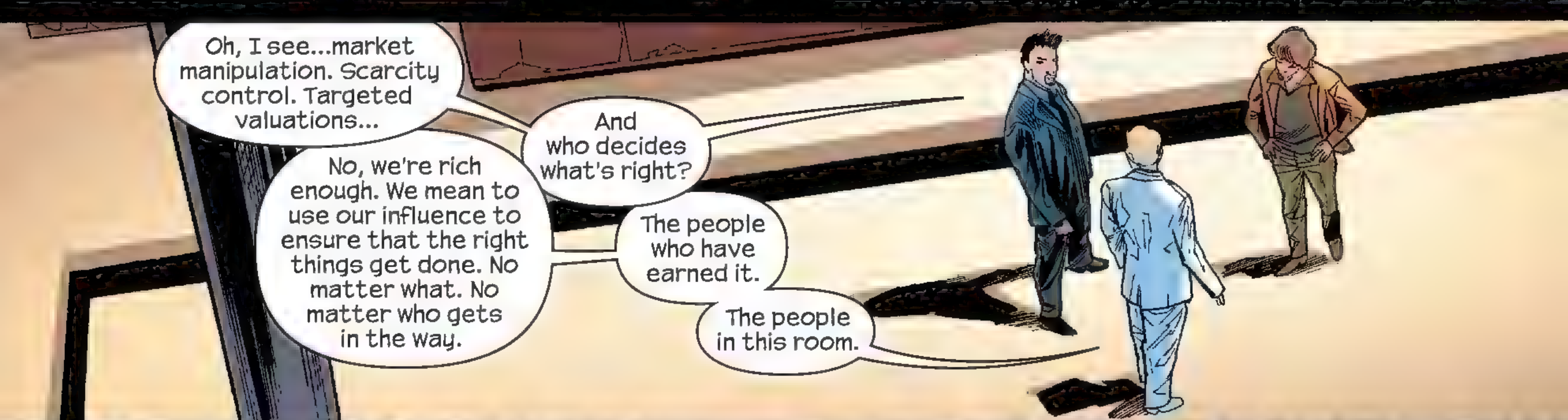
All of us are first--or, in the rarest of cases, second-generation success stories. Our parents didn't give us this...

We earned it by out-thinking, and out-working everyone else.

If you're honest, don't you have more in common with us than with your countrymen back home?

The point is this... we've decided to start being influential...

Collectively.



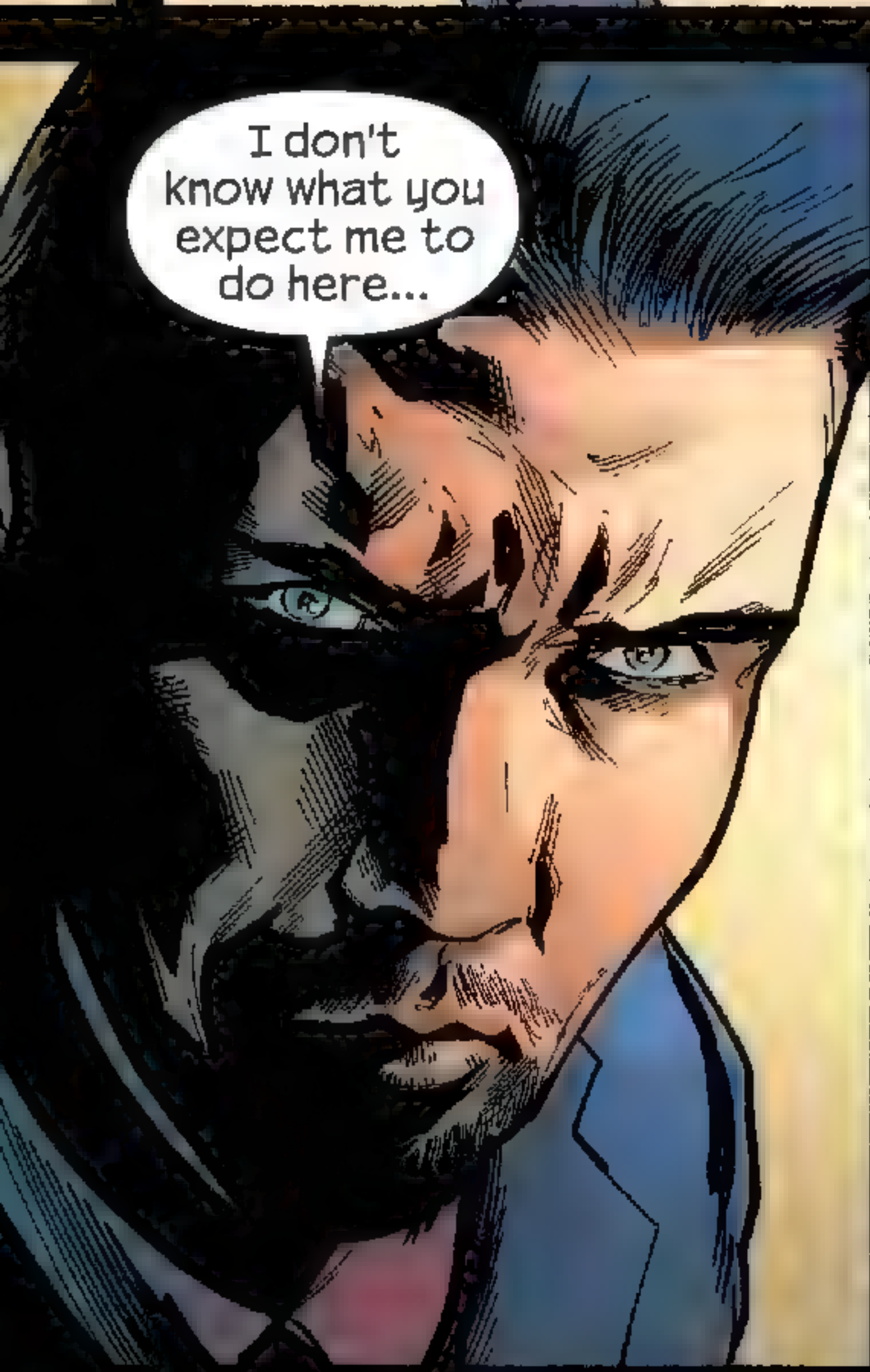
Oh, I see...market manipulation. Scarcity control. Targeted valuations...

And who decides what's right?

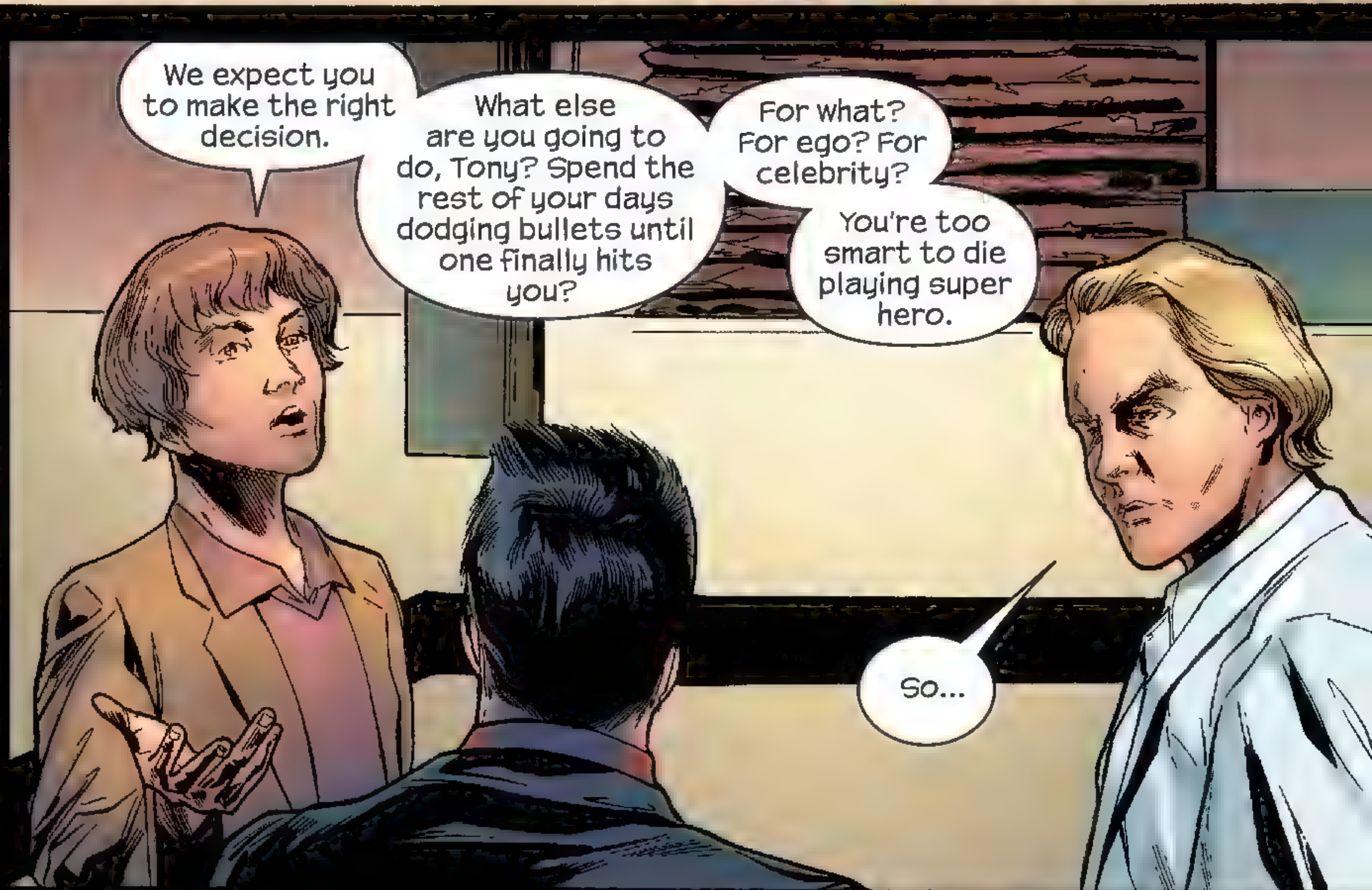
No, we're rich enough. We mean to use our influence to ensure that the right things get done. No matter what. No matter who gets in the way.

The people who have earned it.

The people in this room.



I don't know what you expect me to do here...



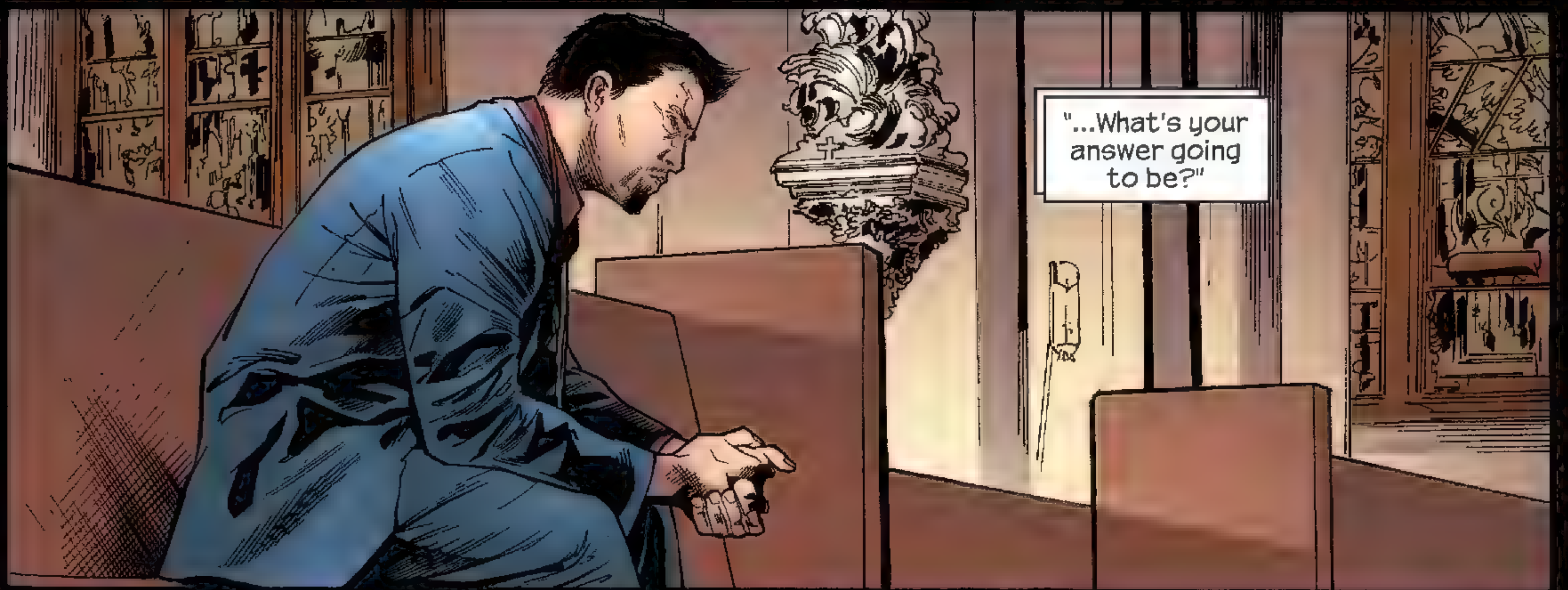
We expect you to make the right decision.

What else are you going to do, Tony? Spend the rest of your days dodging bullets until one finally hits you?

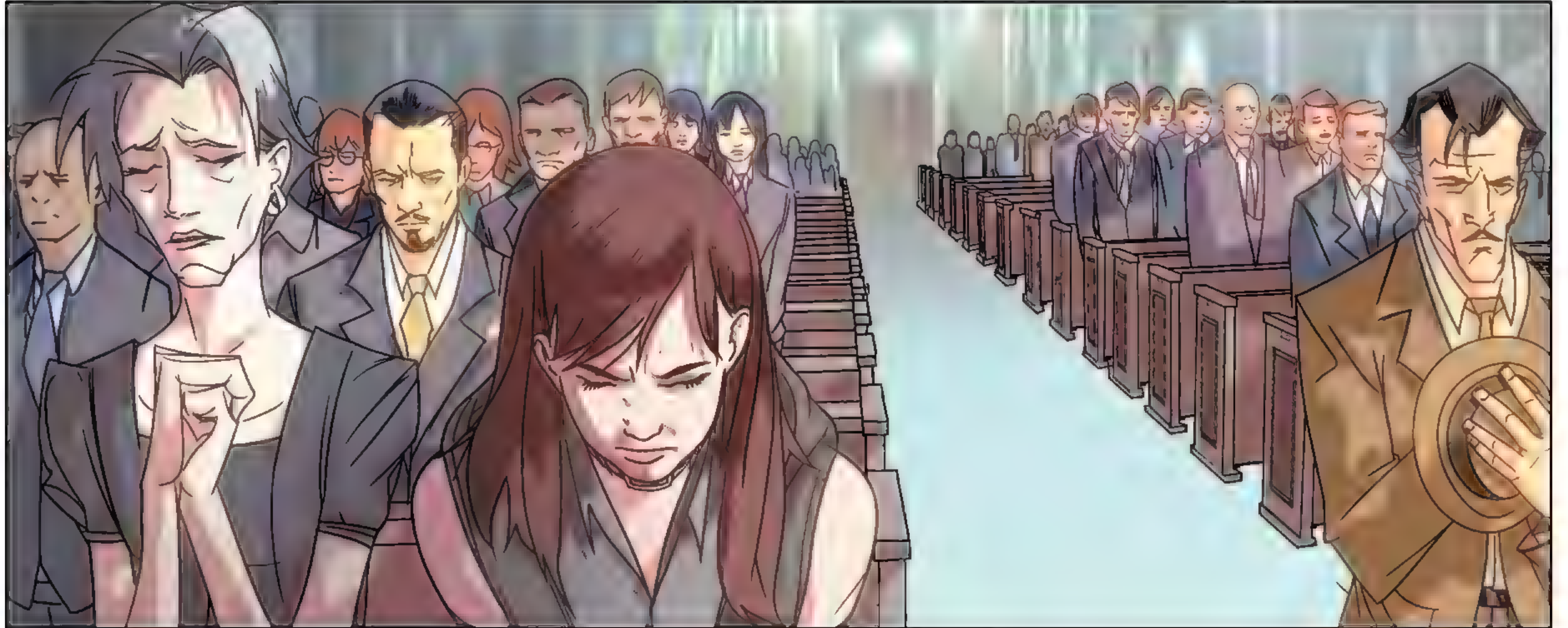
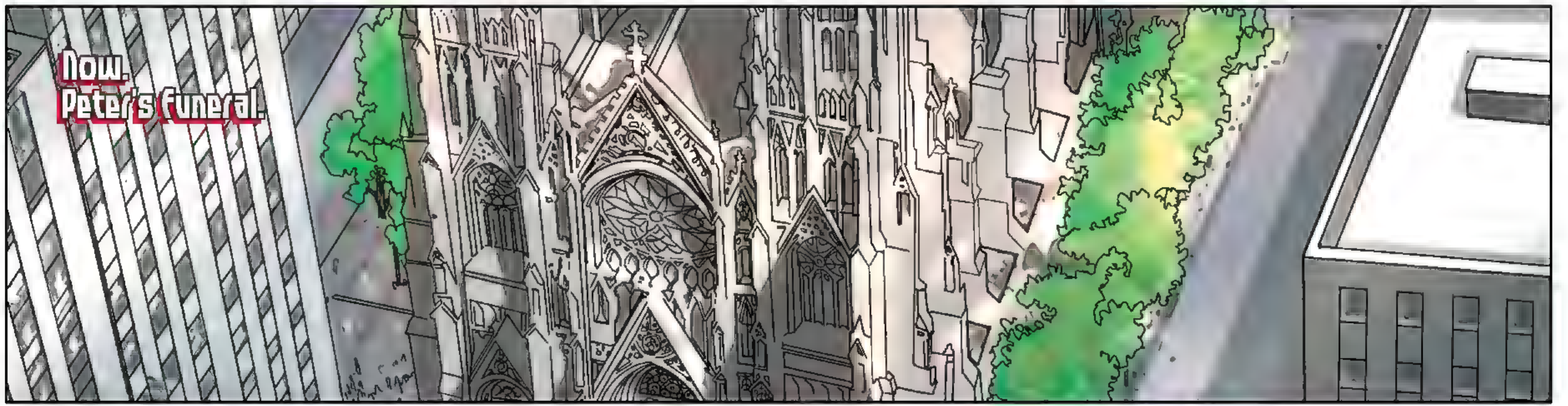
For what? For ego? For celebrity?

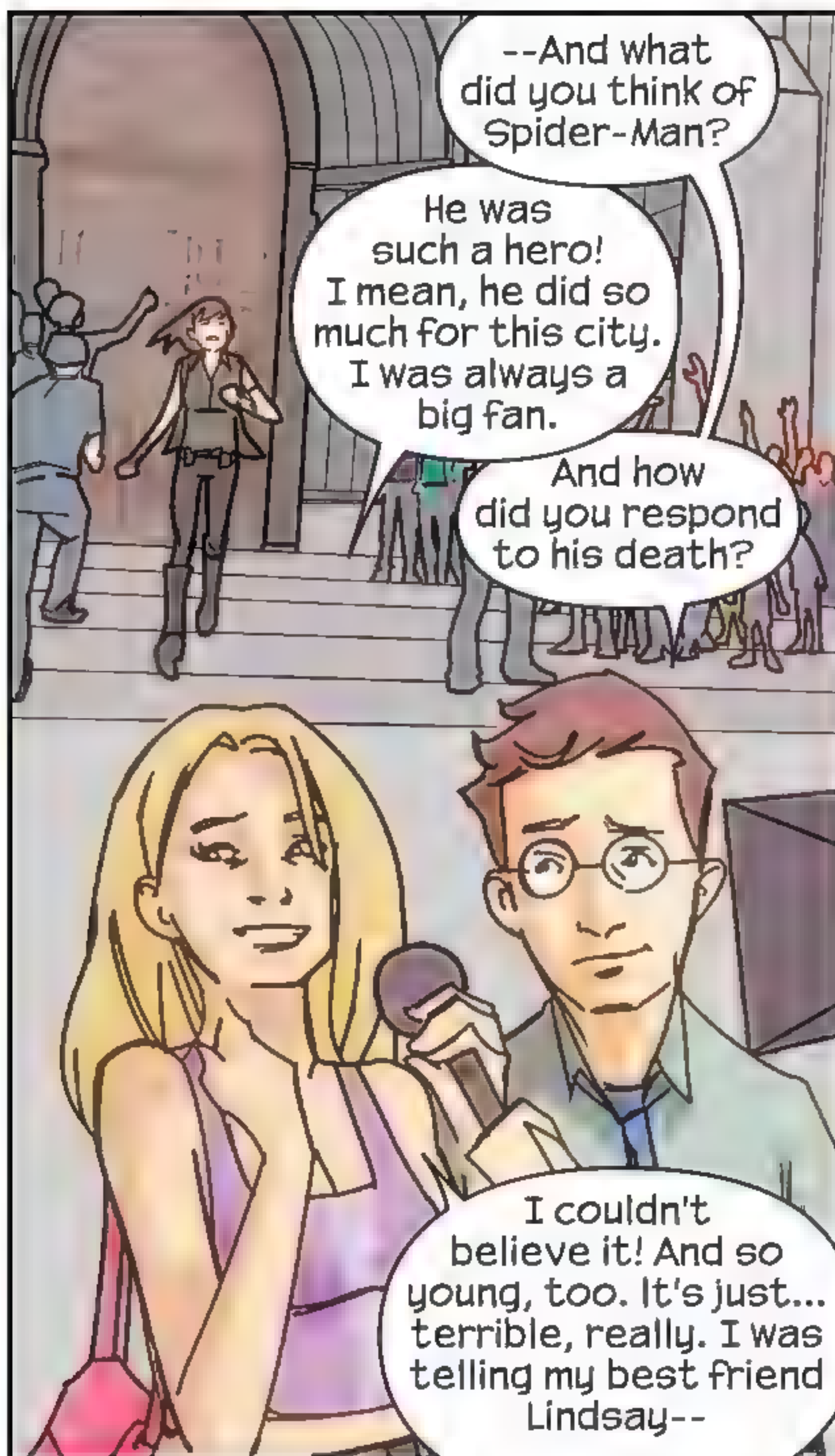
You're too smart to die playing super hero.

So...



"...What's your answer going to be?"







They're *disgusting*.
All of them.

My friend--somebody I
loved more than words can
describe, is dead in there.
He's *never* coming back.
And what are they doing?

Putting
on a show.



All *Peter* ever
wanted to do was
the right thing--

And all *they* ever
did back was try to hurt
him. The whole time, they
shot at him and called him
names in the paper and
tried to arrest him--



Now they want to stand there
and tell everyone how great
they thought he was, what a
hero they thought he was?

It's sick.

Just a bunch of
people trying to
make themselves
look good in front
of a camera.



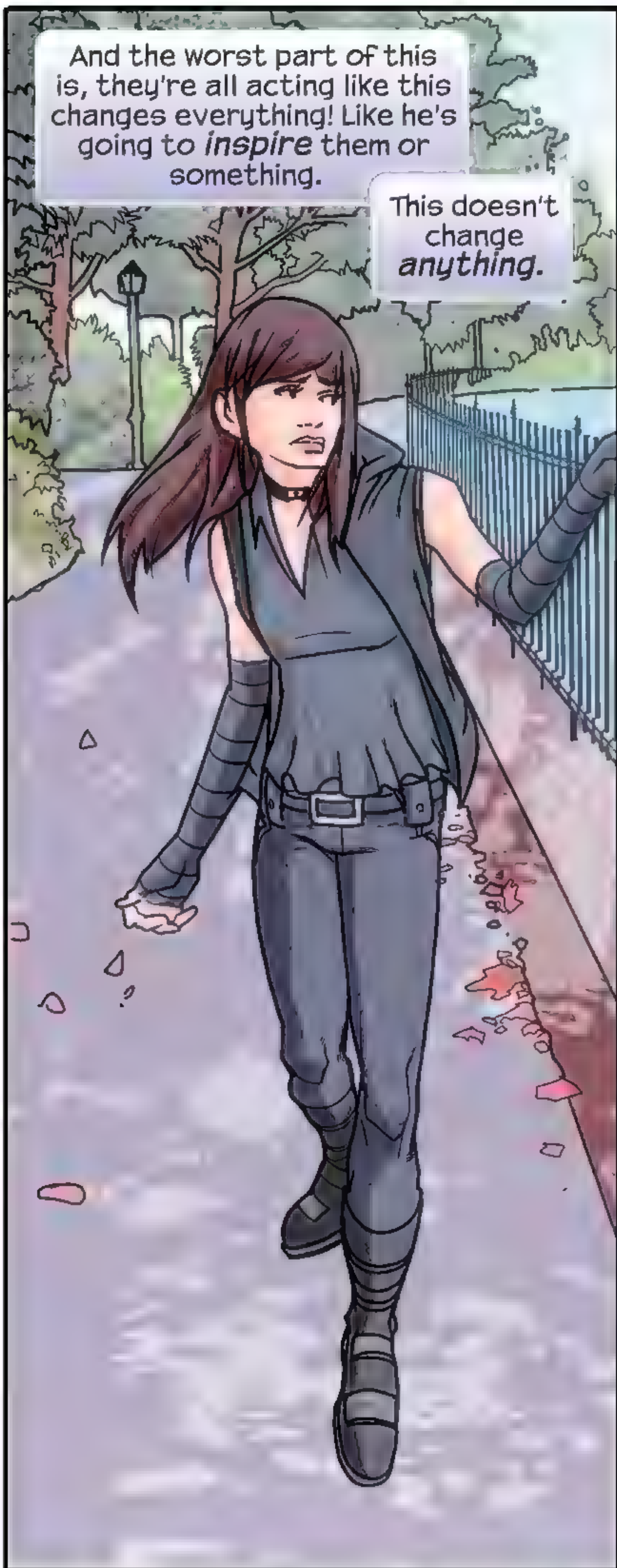
'He was a kid,
I didn't know.'

Because *you* never
bothered to ask. You
were too busy hitting the
gym or shopping or watching
TV. Trying to sell more
newspapers or running
your stupid little *secret*
missions--

Bottom line, you
never cared about
him. If you really
did, well--



If you did,
then he wouldn't
be *dead*.



And the worst part of this is, they're all acting like this changes everything! Like he's going to *inspire* them or something.

This doesn't change anything.



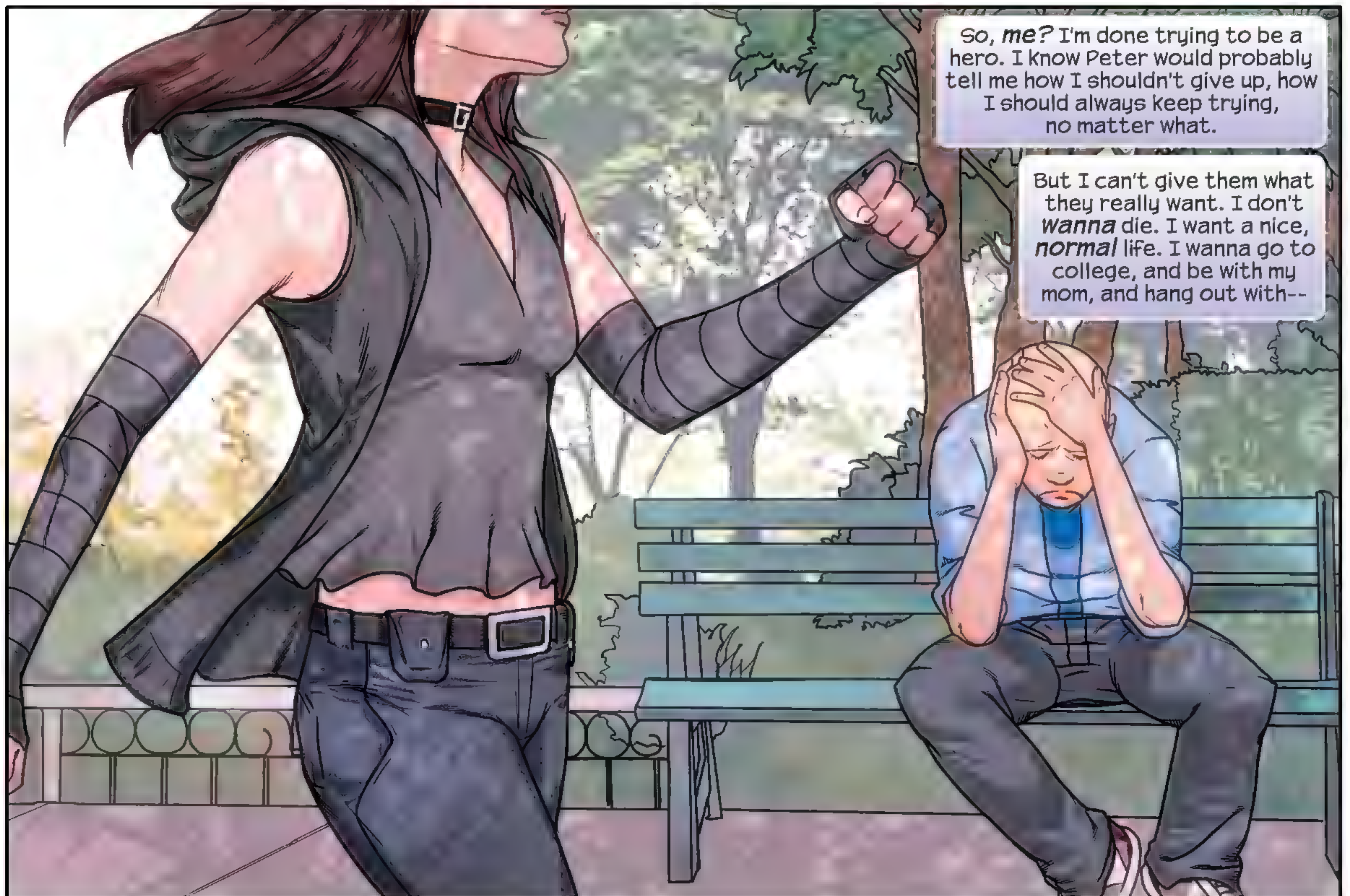
Peter would tell them to stop fighting each other. Peter would tell them to stop hunting mutants. To stop hating someone just because they're *different* from you.

But *no*, they don't wanna stop doing any of that, do they? Might hit their bottom lines, might cost them some votes. They just want a martyr to trot out when it's convenient for them.



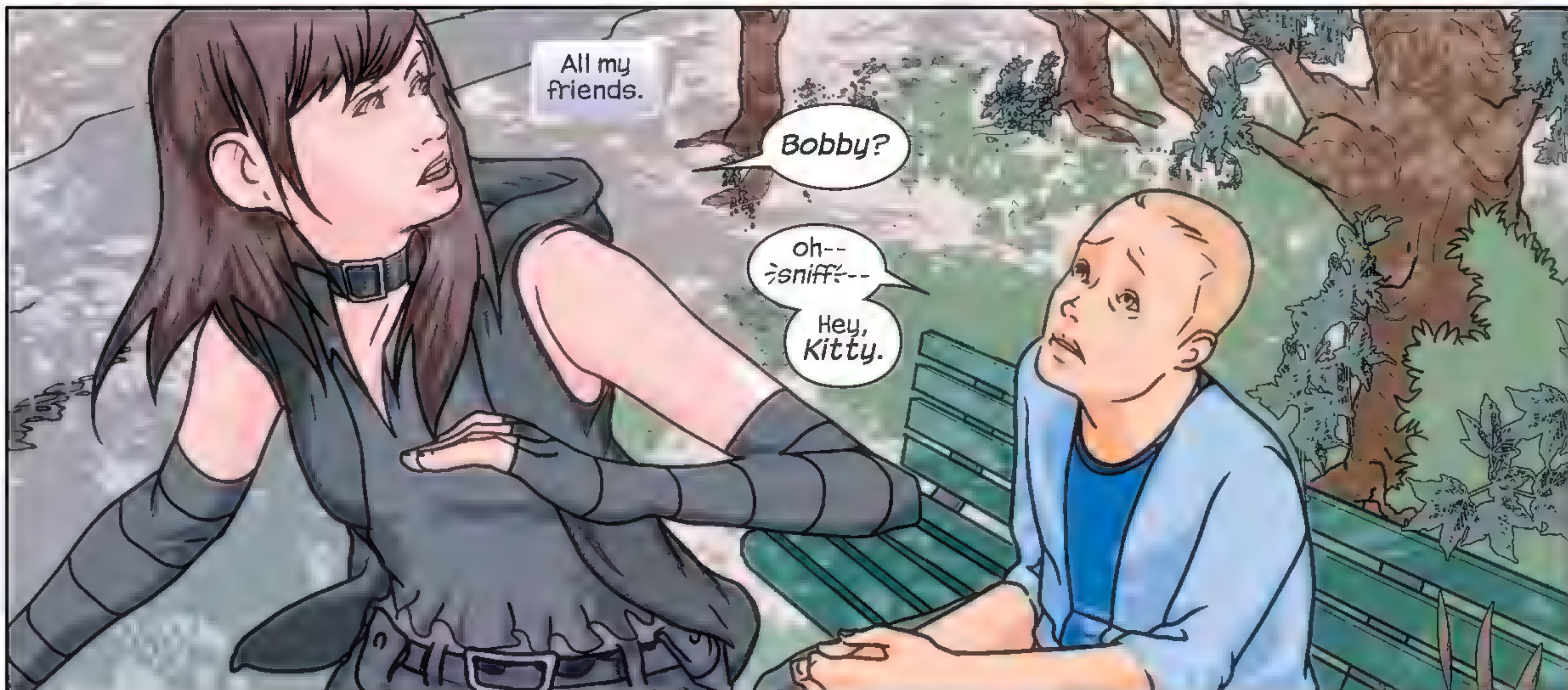
See, nobody wants a living hero--they might say or do something people don't like--or maybe just remind them of all the things *they're* not.

Dead ones are way easier to deal with. You get to look like a good person by talking about how *sad* you are. Maybe you get to point a finger at someone else and say *they're* to blame for it.



So, *me*? I'm done trying to be a hero. I know Peter would probably tell me how I shouldn't give up, how I should always keep trying, no matter what.

But I can't give them what they really want. I don't *wanna* die. I want a nice, *normal* life. I wanna go to college, and be with my mom, and hang out with--



All my friends.

Bobby?

oh--
~sniff~--

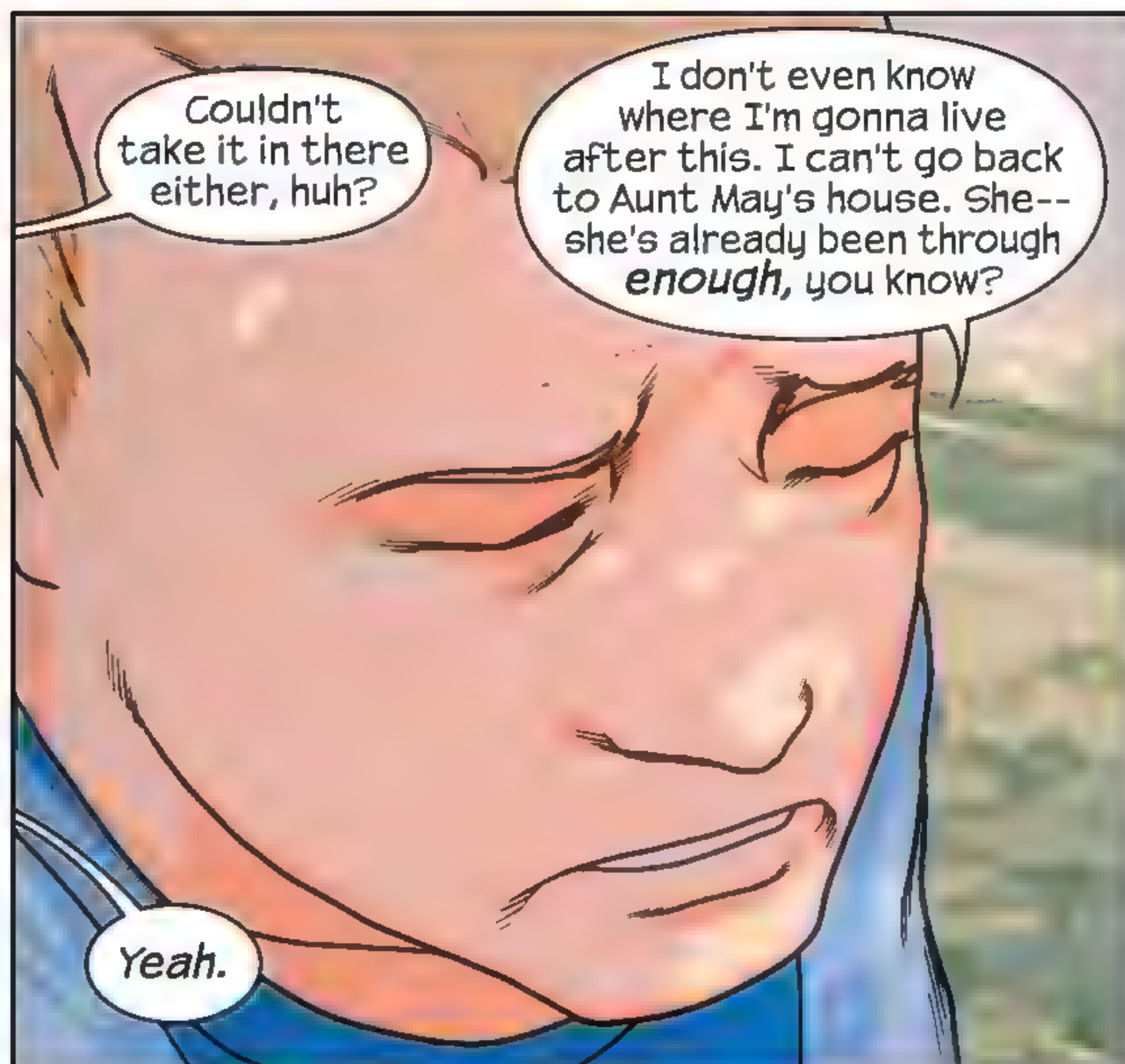
Hey,
Kitty.



How you feeling?

Yeah.

The worst.



Couldn't take it in there either, huh?

I don't even know where I'm gonna live after this. I can't go back to Aunt May's house. She-- she's already been through **enough**, you know?

Yeah.



The government's still looking for us--if they found out she was hiding me--they could arrest her, right?

Yeah.

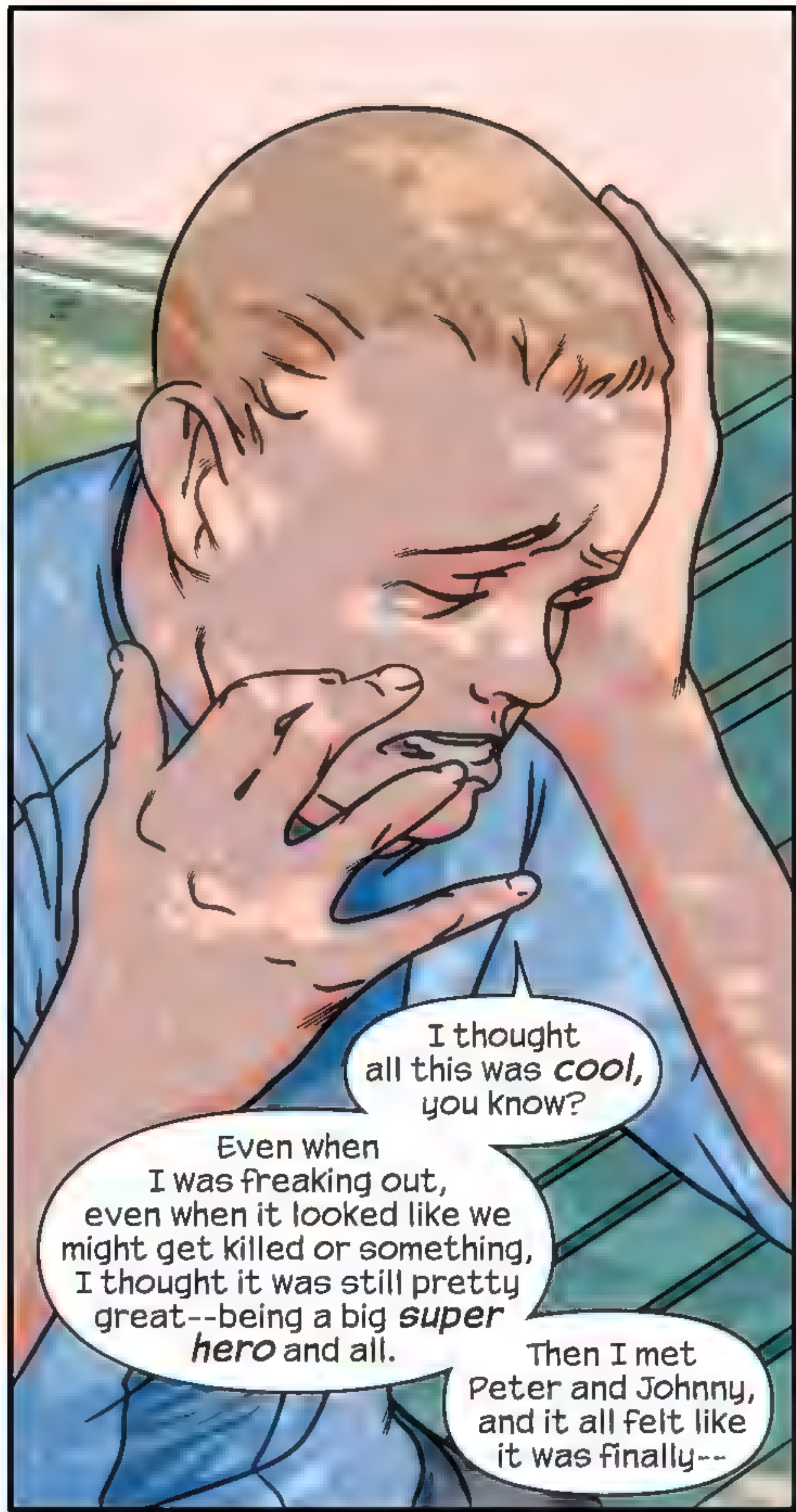


Screw that.



I don't know what to do--

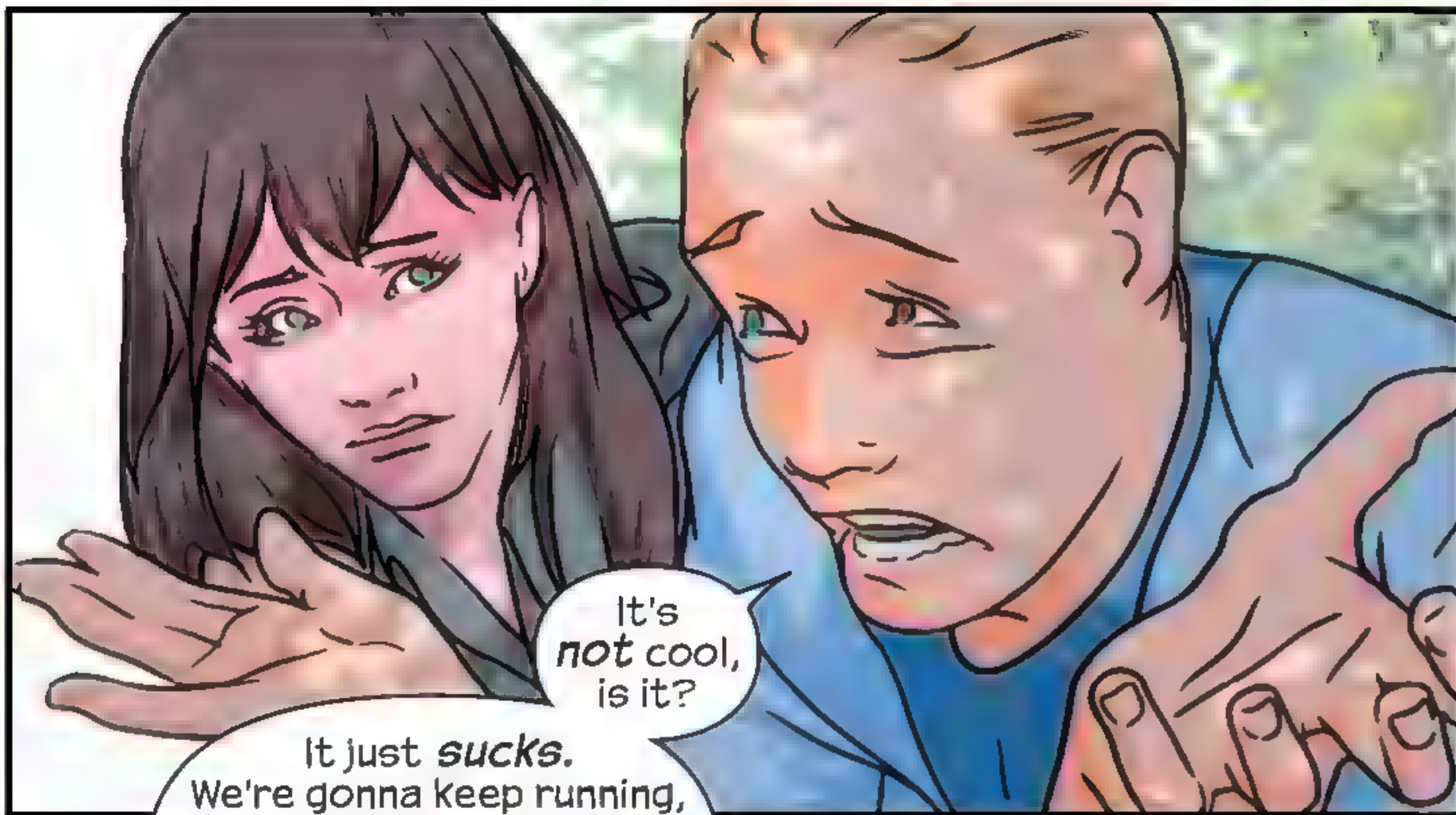
Bobby...



I thought all this was *cool*, you know?

Even when I was freaking out, even when it looked like we might get killed or something, I thought it was still pretty great--being a big *super hero* and all.

Then I met Peter and Johnny, and it all felt like it was finally--



It's *not* cool, is it?

It just *sucks*. We're gonna keep running, 'til they find us again, and they lock us up somewhere and do tests on us 'til we die. That's what's gonna happen, isn't it?



Kids like us, we don't get happy endings.



Maybe, *maybe not*. Listen, Bobby, I--I know this place. A *safe* place. Where they can't find mutants. No matter how hard they look. I was heading there after the funeral.

And--okay, *well*--you can come with me, if you *want*.

Seriously?

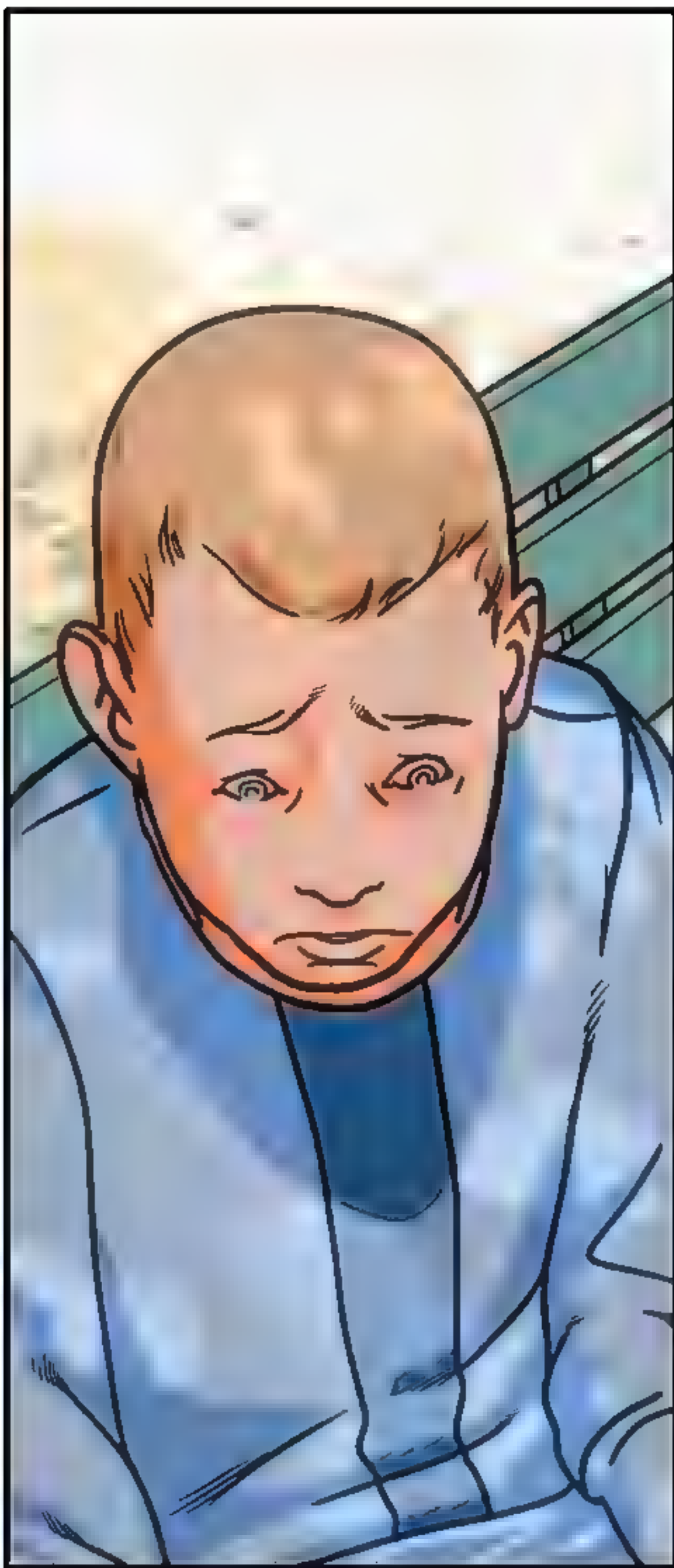
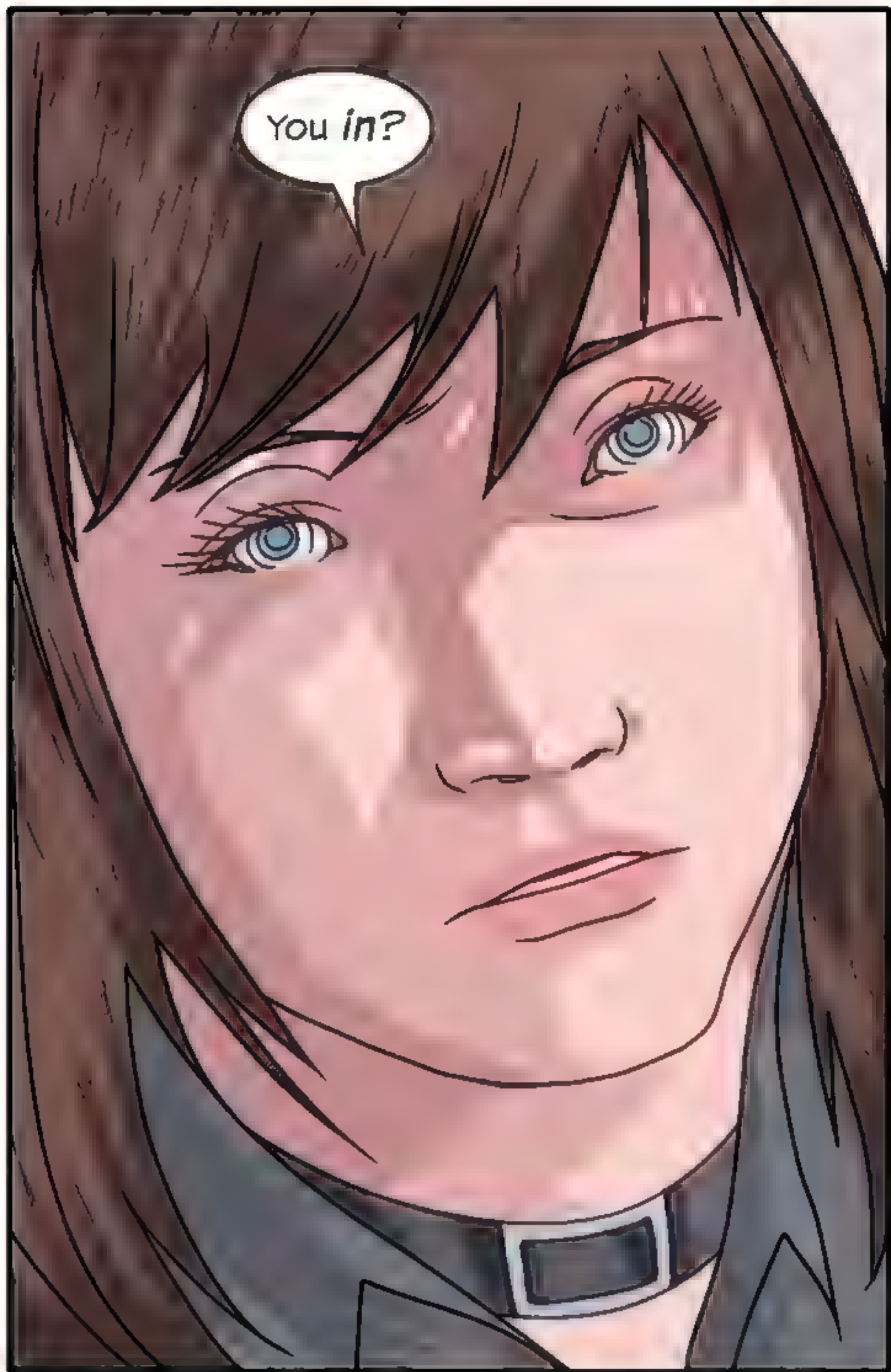


Yeah, *seriously*. But if you *do*, here's the deal--



No more super hero stuff. No more saving the world, no more putting on costumes and beating up bad guys, no more using our powers in public even--none of it. *No exceptions*.

We keep quiet, we keep our heads down, and we keep *breathing*. You can't do that, you can't go with me.



Two
Weeks
Ago.

Imagine
an ocean at
peace.

This is the
uncommon
state of man.

Now
imagine a raging
sea. A furious
storm drowning the
sturdiest of
vessels.

This is
how things
are.

That you are
angry makes you
normal--just like
everyone else.

I don't
think 'Hey man,
you're just an
ordinary guy'... is a
solid foundation
on which to build
an effective
argument,
Karen.

I'm just
pointing out
that you can't
eliminate the
emotion...

Control is
going to have
to come from
somewhere
else.

So, Bruce,
let's start at
the beginning...

Do you
remember the
first time you really
lost control of your
temper and became
something else?

Yes.





And do you remember exactly what it was that triggered it?

The episode...

You becoming the Hulk?

You know I've tried this several times.

Tried what?

Therapy.

People like you trying to manufacture an emotional response.

You should know that it usually ends with the therapist's head either smashed in or located somewhere in the monster's belly.



Oh, that's not what I'm doing, Bruce.

In fact, this has very little to do with you at all.



Whuzzzat? I'm... I'm...

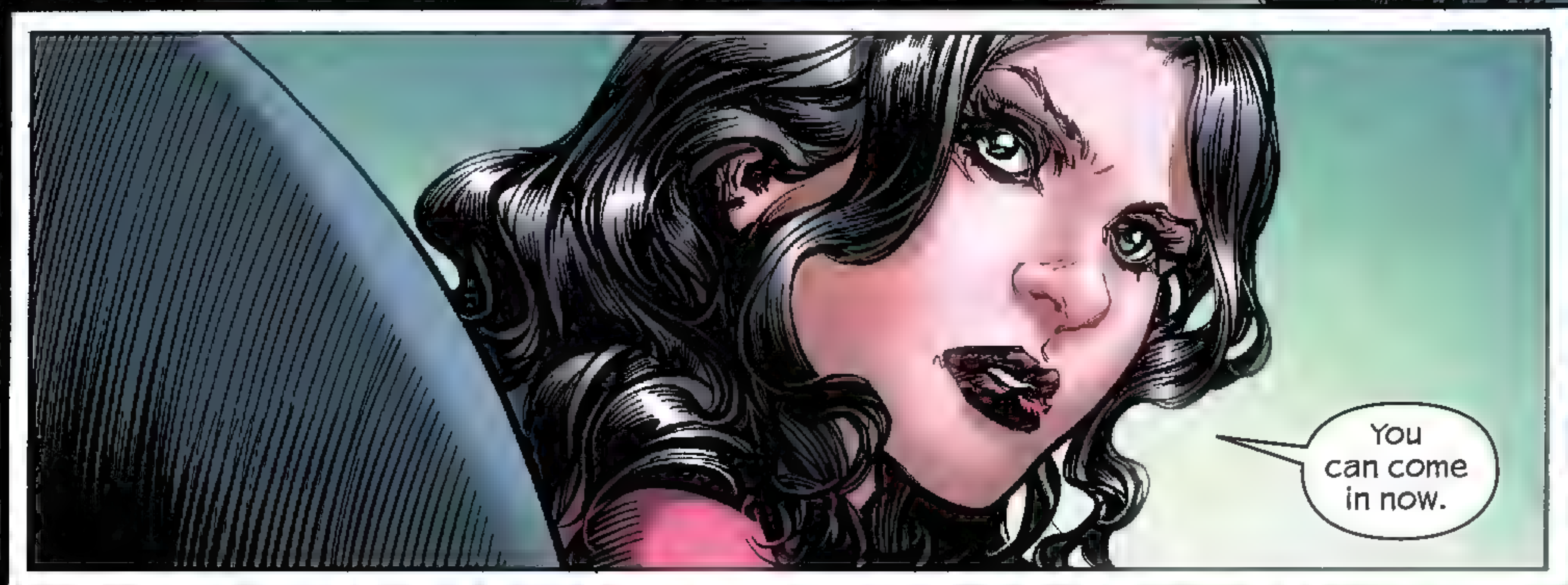
I'mmmmmmm...



An ocean at peace. An ocean raging...

Just a baseline as I stroke your sedated lobes.

This is about my control, Bruce.





You sure this is safe... because, I gotta tell you, about half my nightmares have this %#\$@ in them.

Don't even think about it.

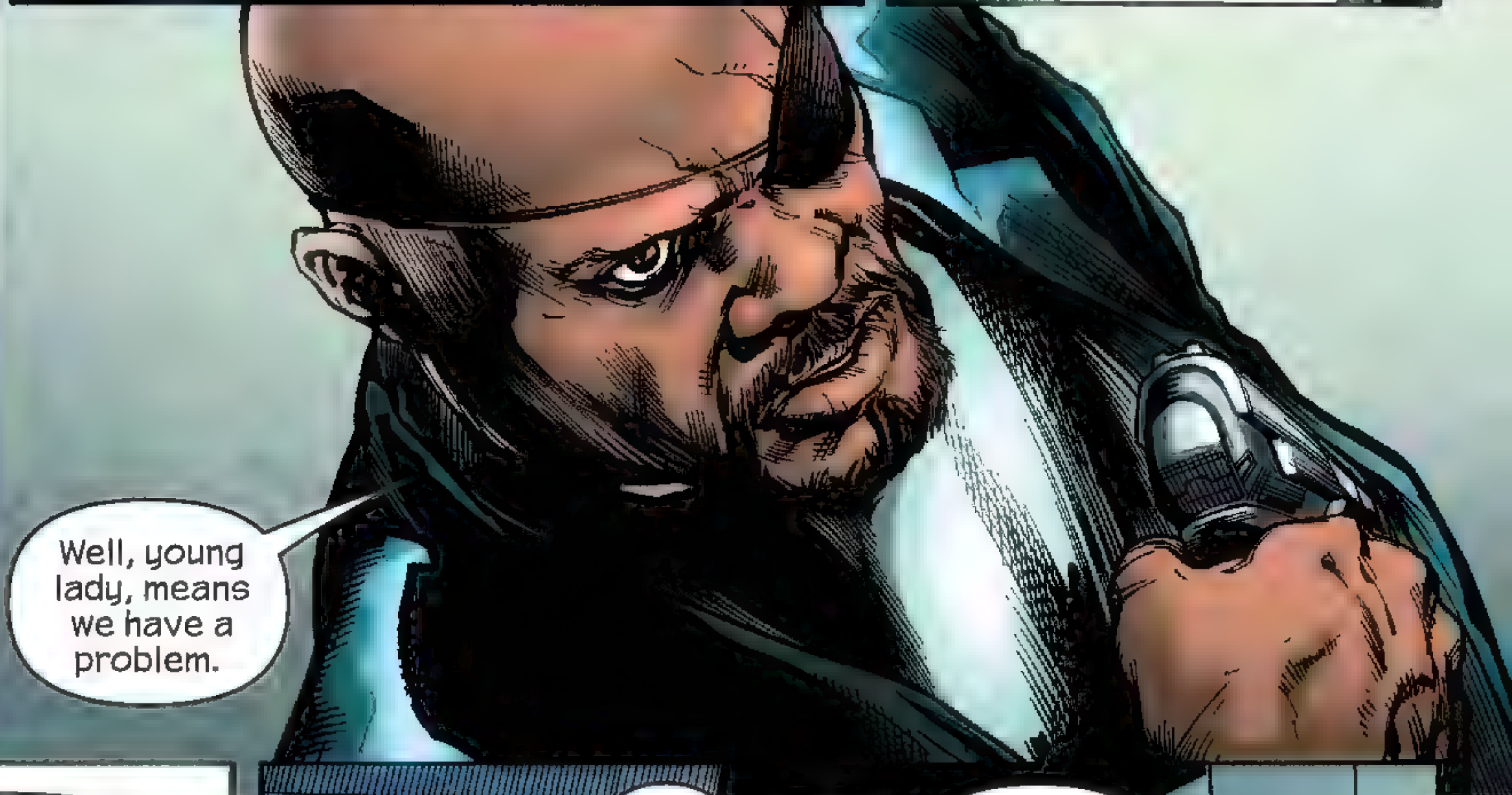
I could take care of that for you.

So...we cool?

No... we are not.

Each time we try this it takes twice as long as the time before.

The phrase "highly resistant" comes to mind.



Well, young lady, means we have a problem.



I need people I can use--pieces to be put in play.

I've offered you and your friends protection with the understanding that it comes with a price.

So...can you control Banner or can't you?



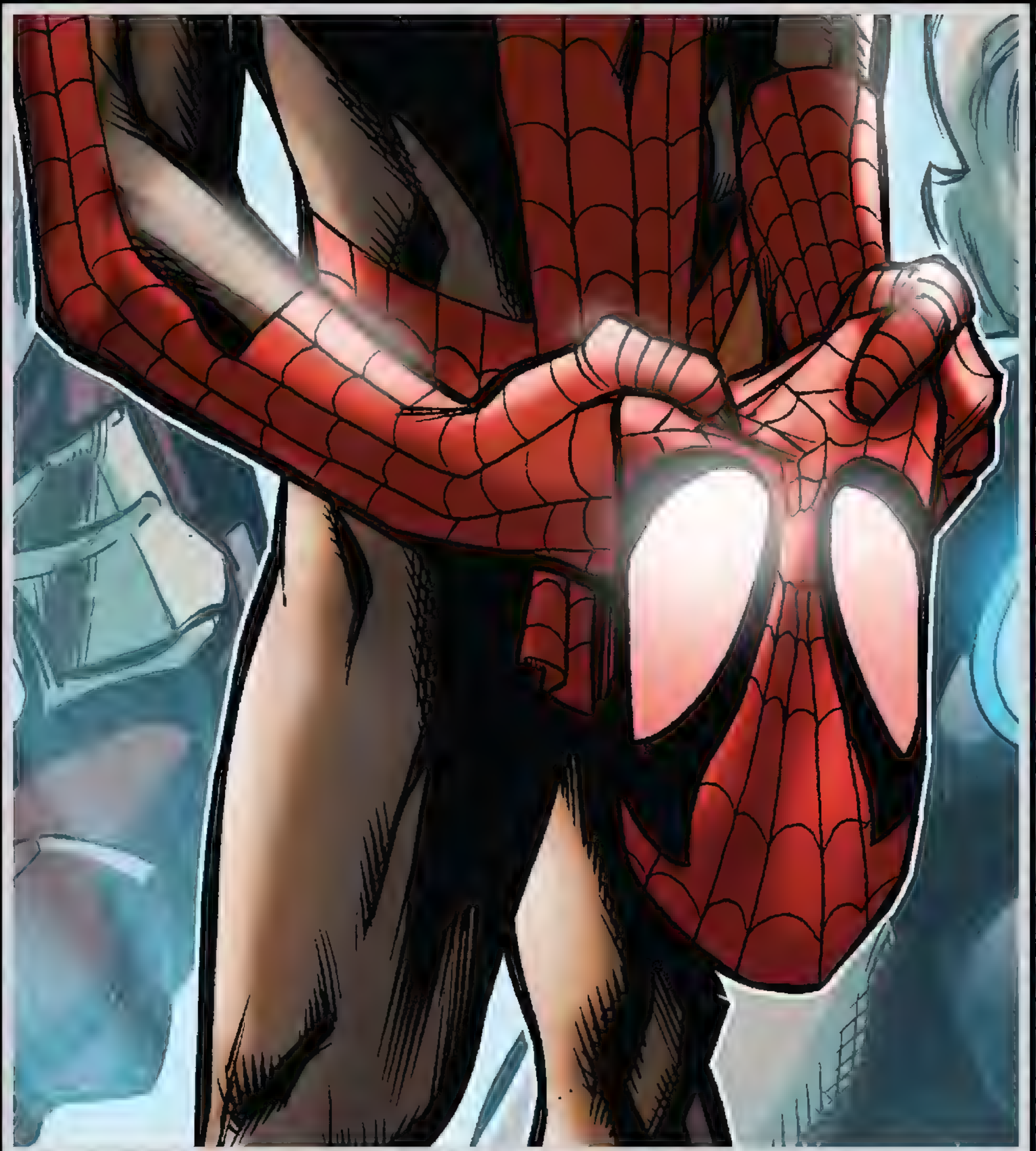
I can.

All right then.

Keep a bag packed. You'll be hearing from me soon.



NEXT ISSUE



WHO WILL WEAR THE MASK?

MARVEL®

BENDIS • HICKMAN • SPENCER • PICHELLI • LARocca • CRAIN

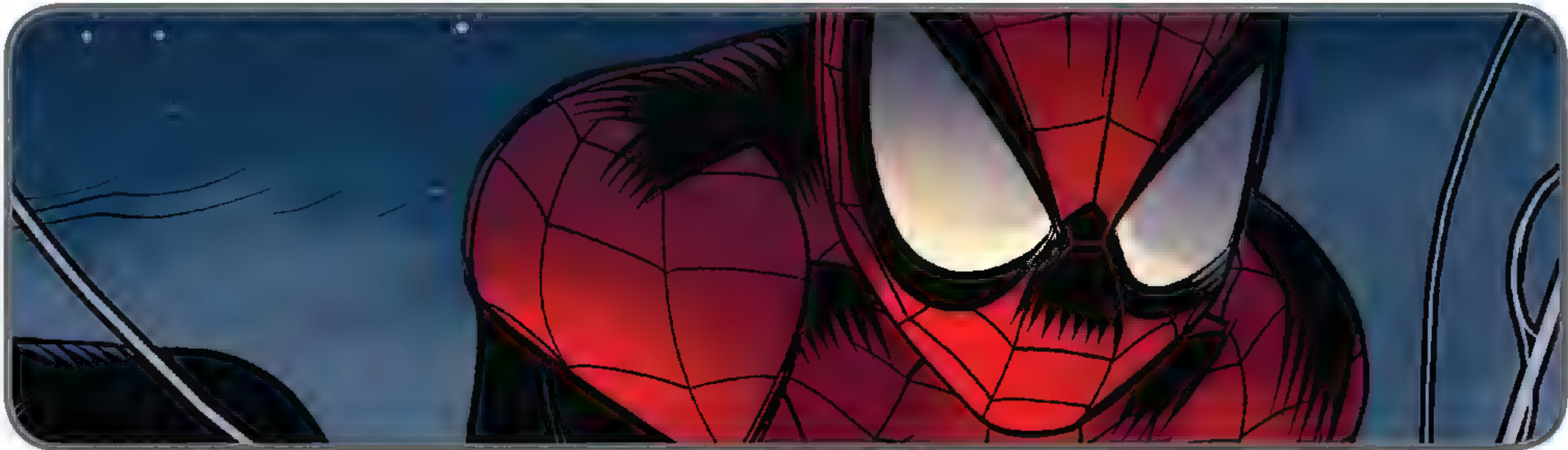
LIMITED SERIES
4 OF 6

ULTIMATE FALLOUT

SPIDER-MAN NO MORE



The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.



PREVIOUSLY:

Peter Parker died heroically at the hands of Norman Osborn, a.k.a. the Green Goblin, in the arms of his one true love Mary Jane and the woman who raised him, Aunt May.

Devastated by the sudden loss, citizens and heroes alike must learn to cope in a world without Spider-Man, a world now shrouded with uncertainty...



ULTIMATE FALLOUT
CHAPTER FOUR OF SIX

SPIDER-MAN

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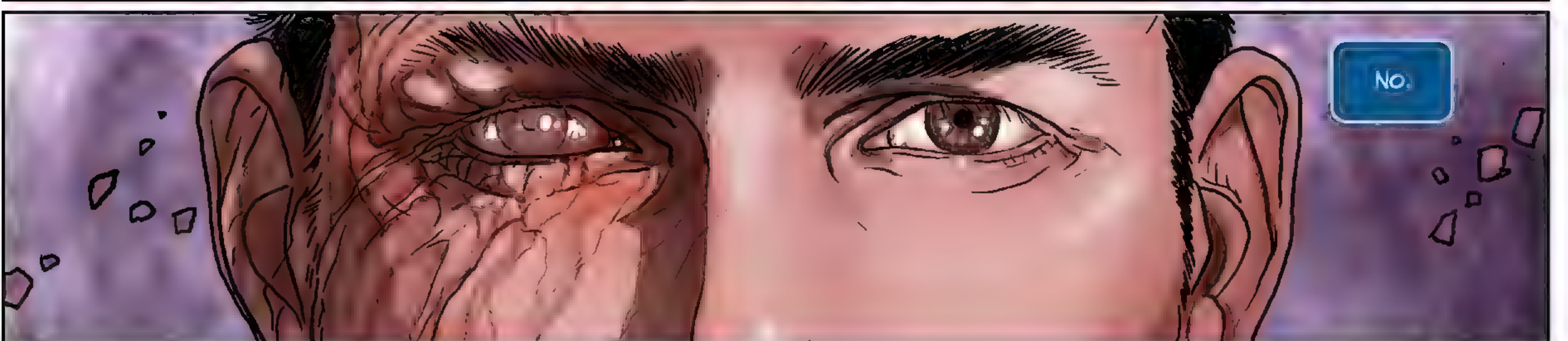
Then. The Negative Zone.
Where The Heroes Of Earth Defeated
Reed Richards After He Went Mad.

So...how
did we find
ourselves in
this place?

It's simple
really. It can all
be reduced to
two things.

Life and
death...

...And
mostly the
part about
dying.





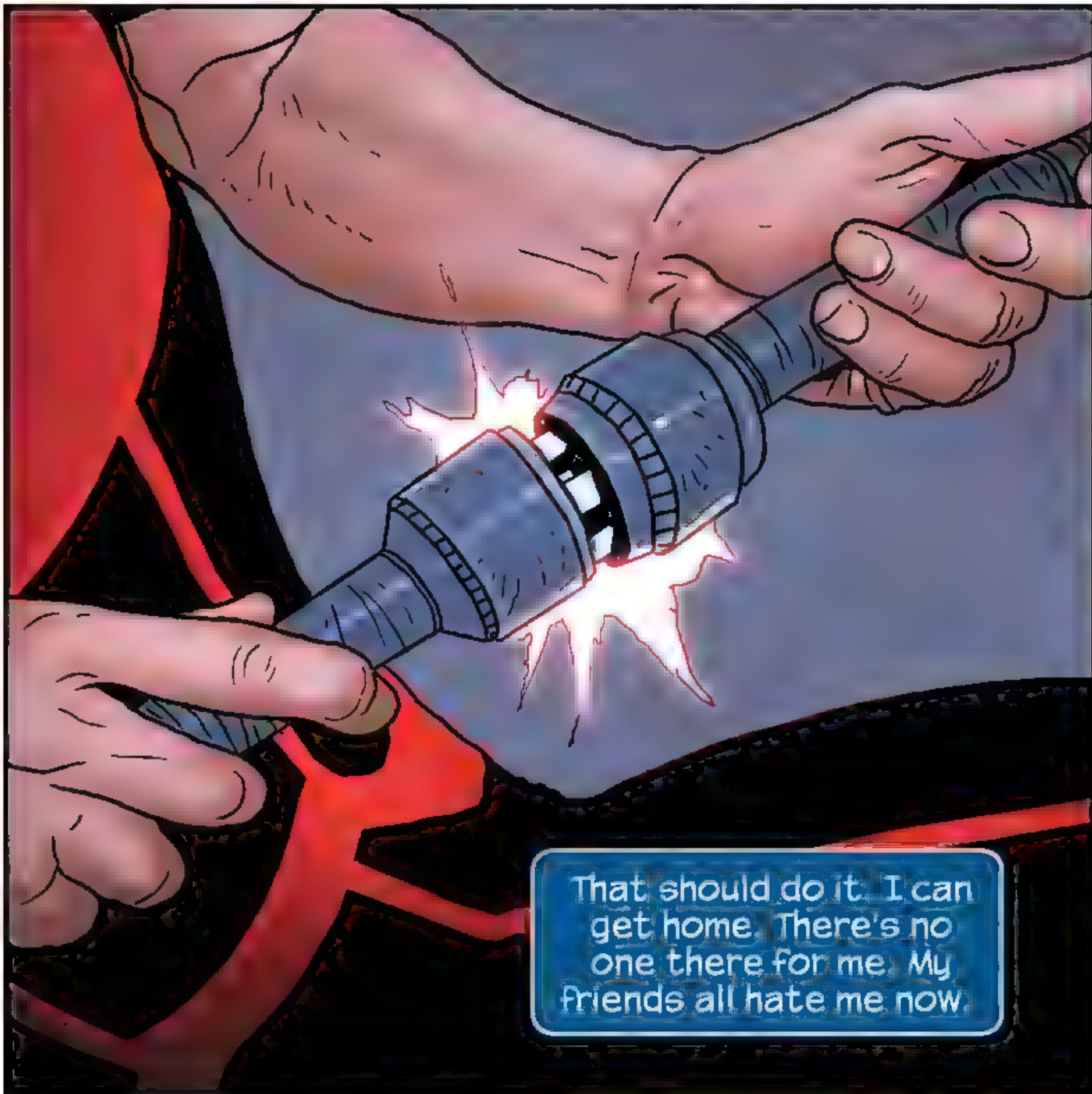
There. The way home.



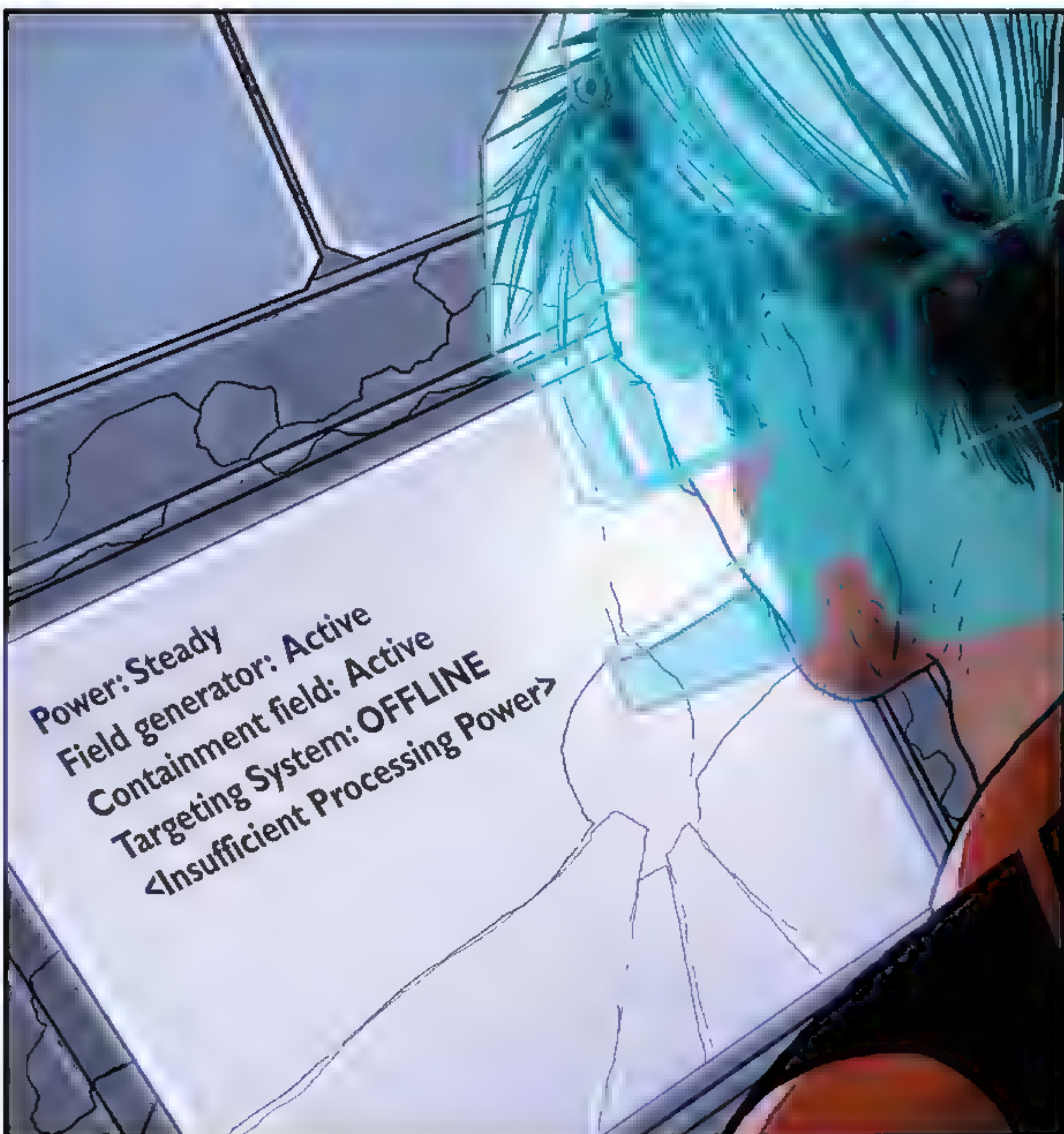
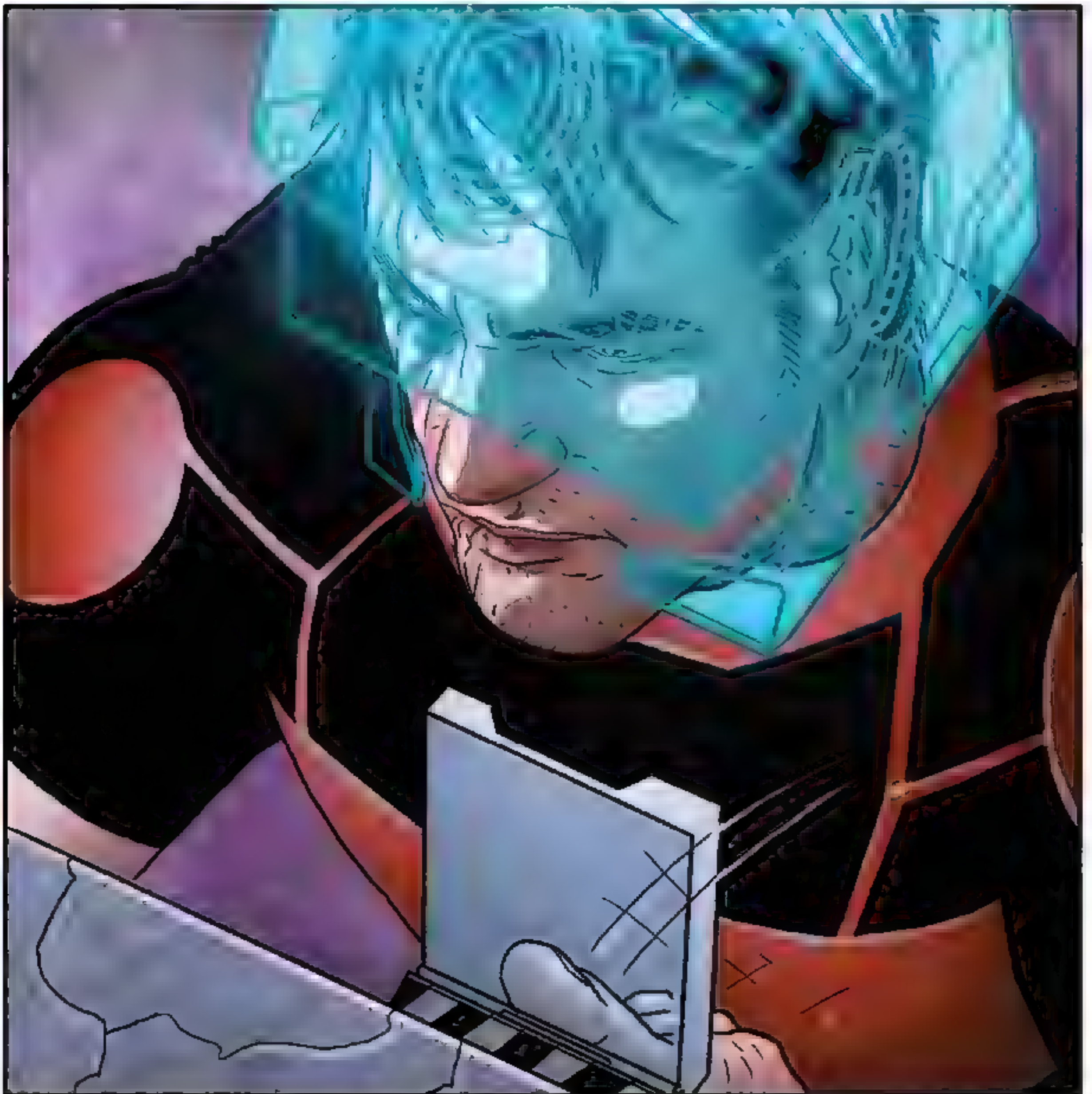
Power should be no problem. I need a containment field. Why couldn't they understand?



Don't they see? The world has it wrong. This is the wrong piece. I need to stabilize the beam. Narrow the focus.



That should do it. I can get home. There's no one there for me. My friends all hate me now.




Power: Steady
Field generator: Active
Containment field: Active
Targeting System: OFFLINE
<Insufficient Processing Power>

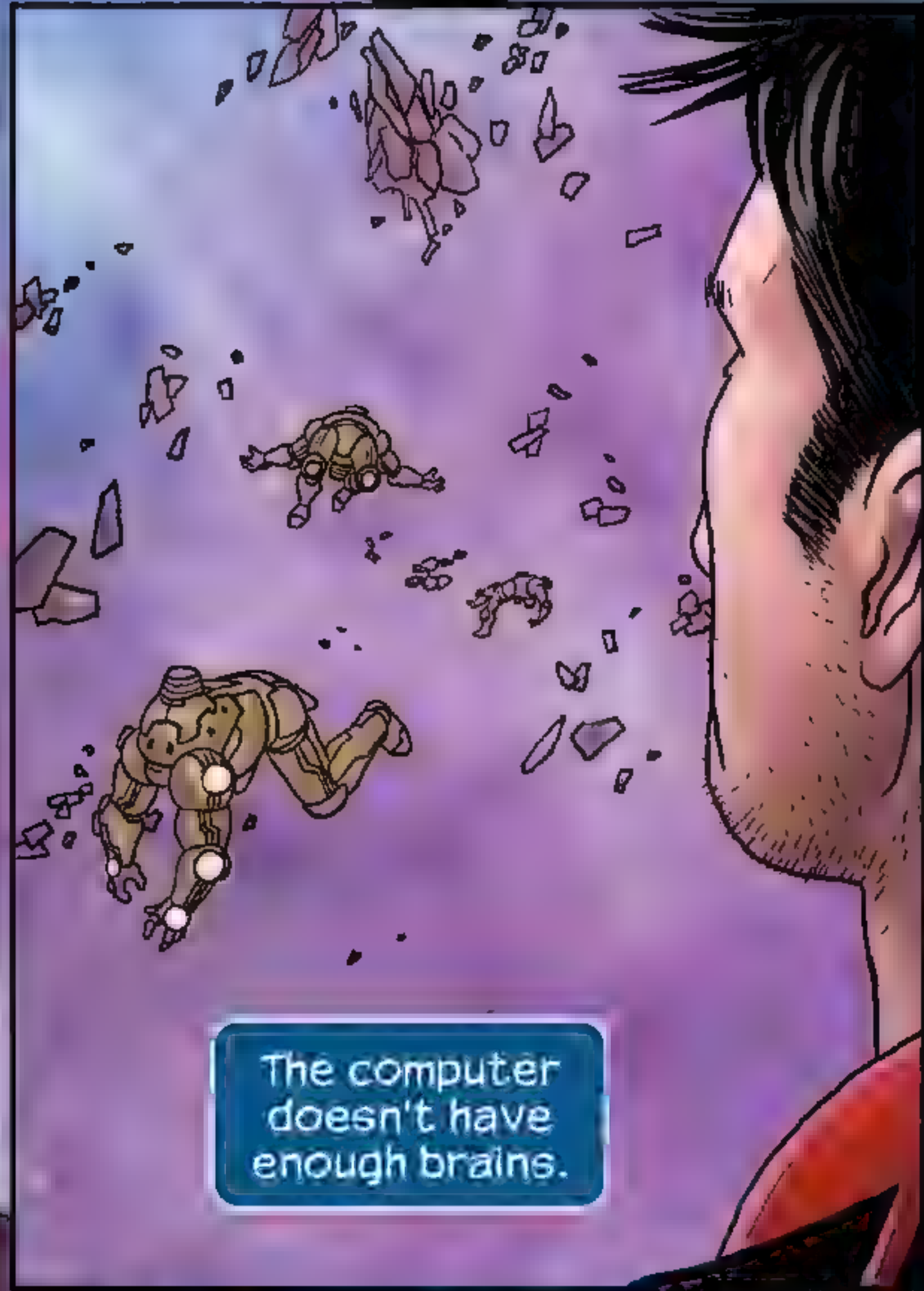


I'm sorry, Ben.


SMMAASSH!!




I'm going to die here. If I could get home I could save everyone. But now there's no way. The computer can't target a location from an almost infinite number of variables. The computer doesn't have enough processing power.



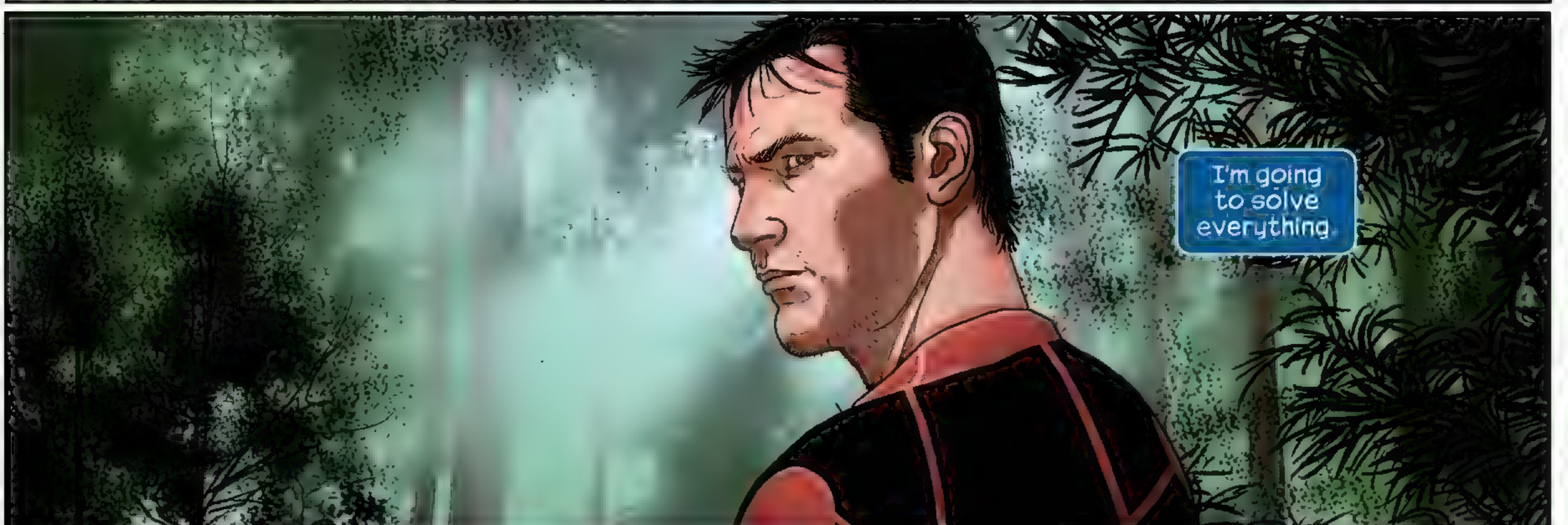
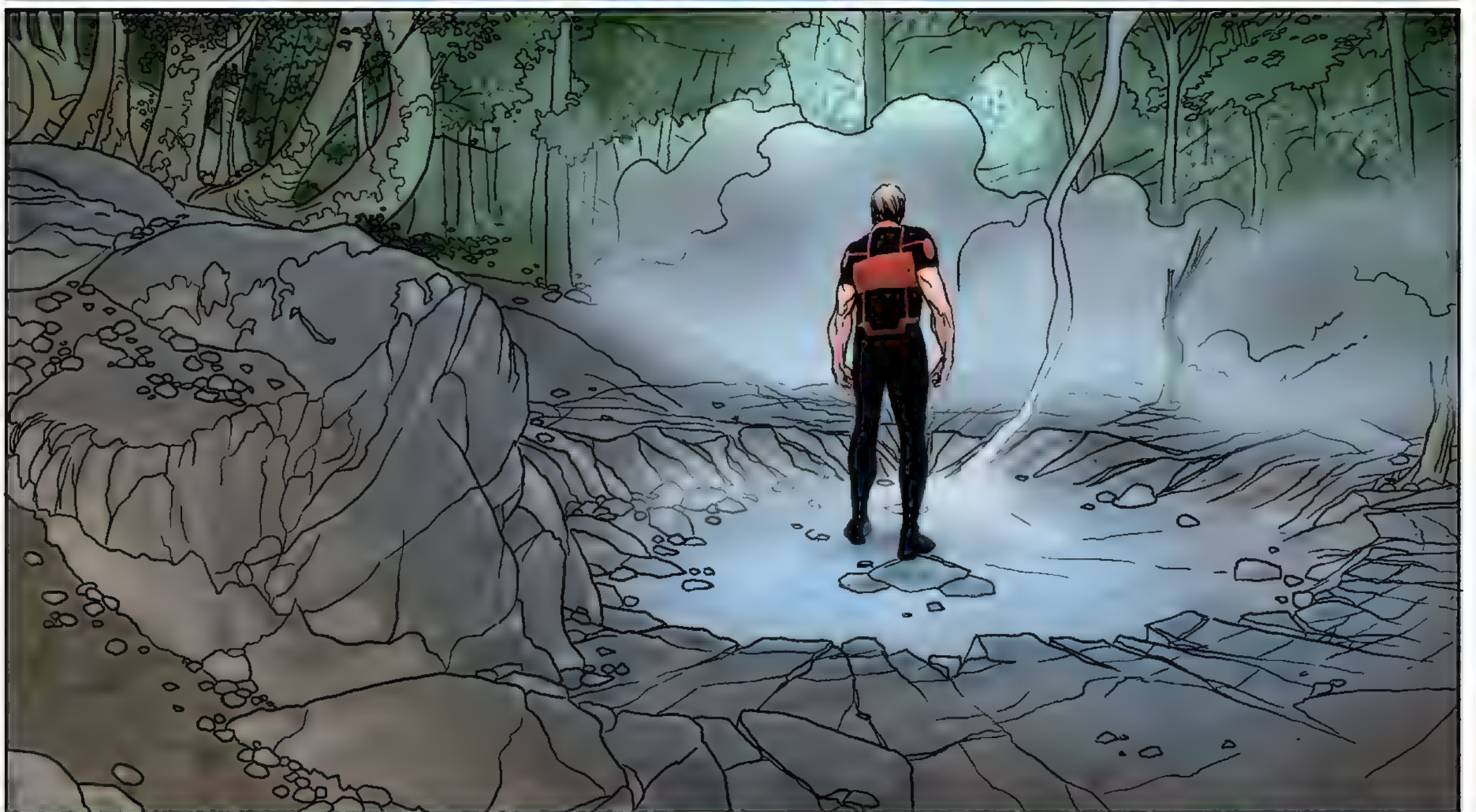
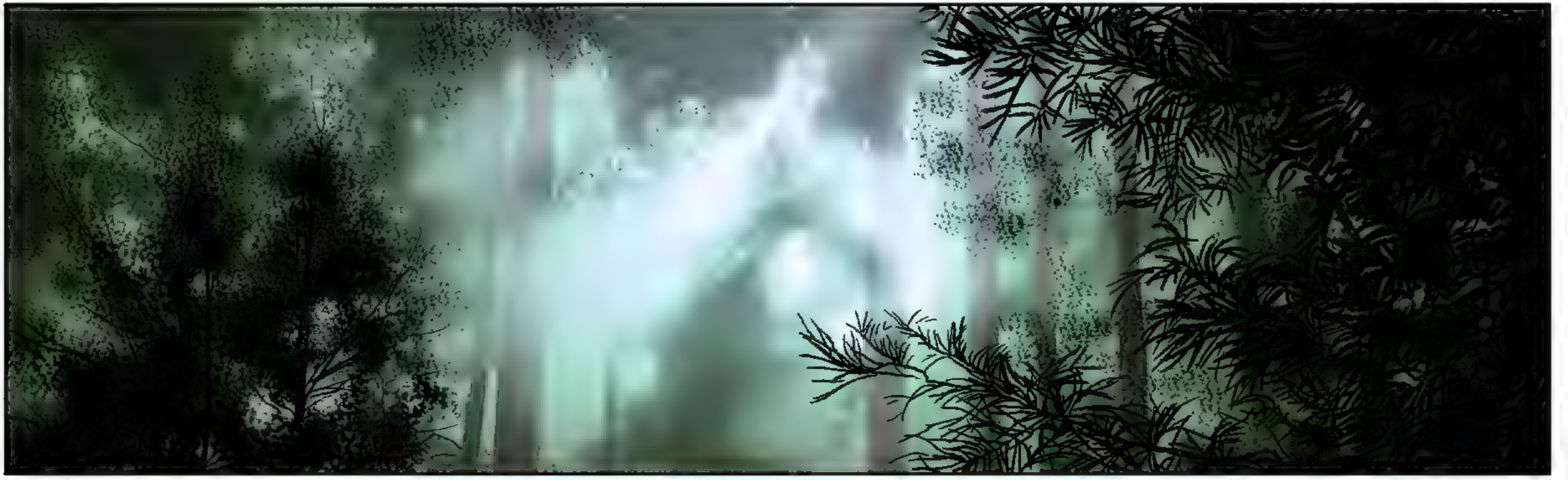
The computer doesn't have enough brains.



I'm going to do it. I'm going to show everyone. No. No. This is not about pride. I'm going to show them because I have to. I'm going to save them. I'm going to fix what's wrong.



Targeting System: ONLINE
>>>READY TO JUMP.



Now.

And we'll
begin here...
with you and
me.

We're
going to have
a new focus for
my ongoing and
never-ending
education.

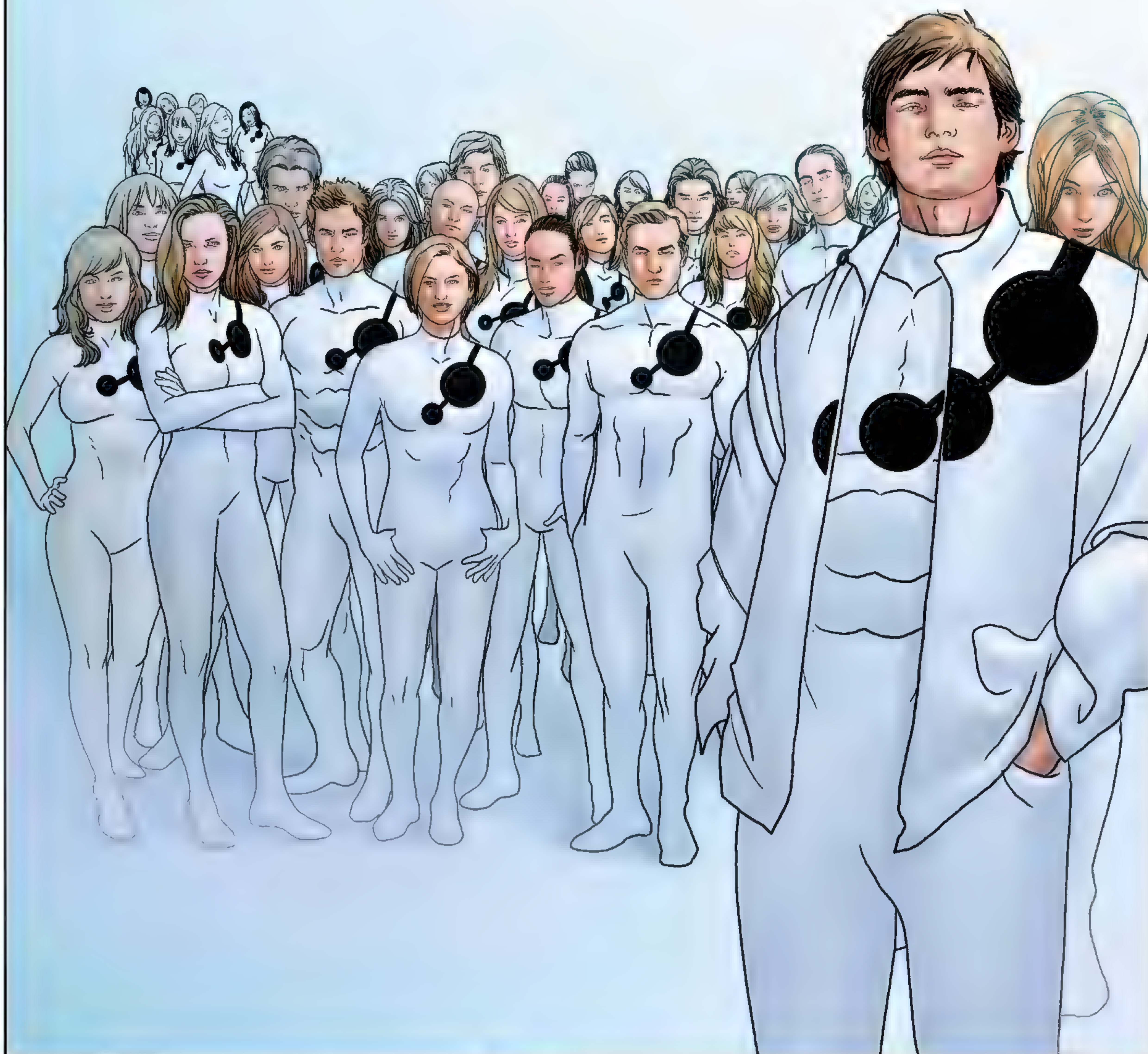
The experiment
will start with
survival and end
on a millennial
tomorrow.

My
rules are
simple...

In the
dome, it's
evolve
or become
extinct.

Welcome
children...

Welcome to tomorrow.



I'm sorry.

Most of you are not going to make it.





I'm Special Advisor to the president on Superhuman and Mutant Affairs. *Of course* I've met him.



You're a foreign affairs correspondent-- how have you not met him?

He doesn't like to do interviews.



But you've *at least* seen him in the field?

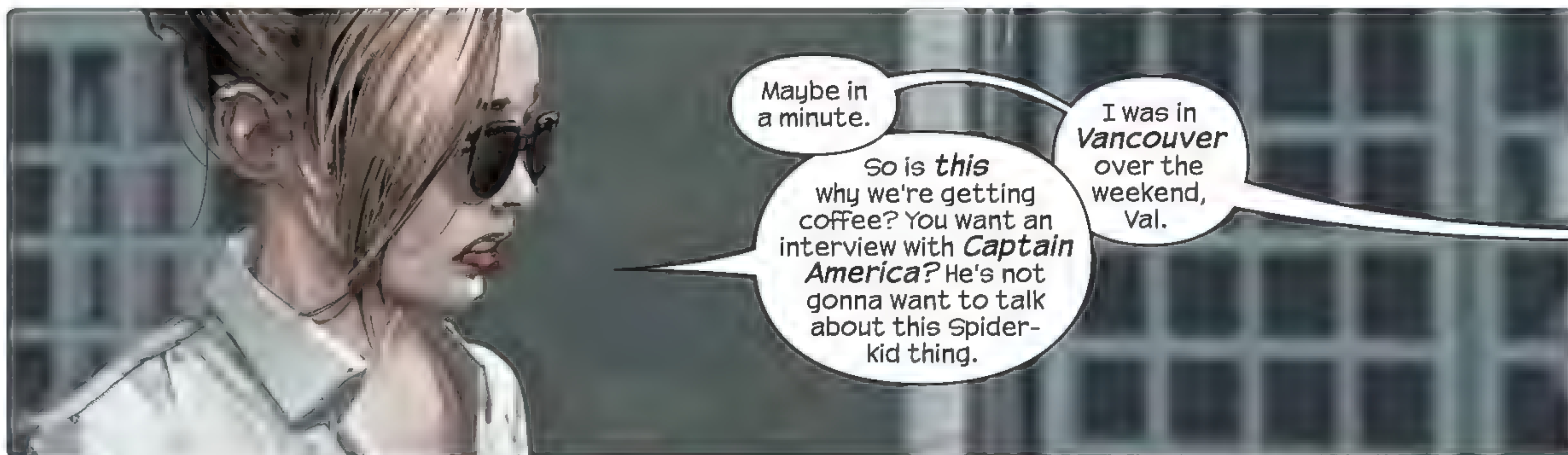
Nope. You know me, I stay close to the hotel. Hinny saw him once, guy threw the *shield* at him, trashed his camera.



You're making that up.

Heh.

I'm sure it was an accident. Good God, this pistachio ice cream, you *have* to try it--



Maybe in a minute.

I was in *Vancouver* over the weekend, Val.

So is *this* why we're getting coffee? You want an interview with *Captain America*? He's not gonna want to talk about this Spider-kid thing.



Can you believe they film all those TV shows there? It doesn't look *anything* like New York.

Hm. No. There was an old man living up there, *burn victim*. Really ghastly. Just got diagnosed with terminal cancer, said he wanted to get his story out before he passed. Said he's tired of lying to the grandkids.



This some kind of human interest thing? I didn't know you had a soul. *Seriously*, you should try this--



He also happens to be a *mutant*. And he says he spent a bunch of years locked in a government research facility, getting experimented on.

Black Helicopters.

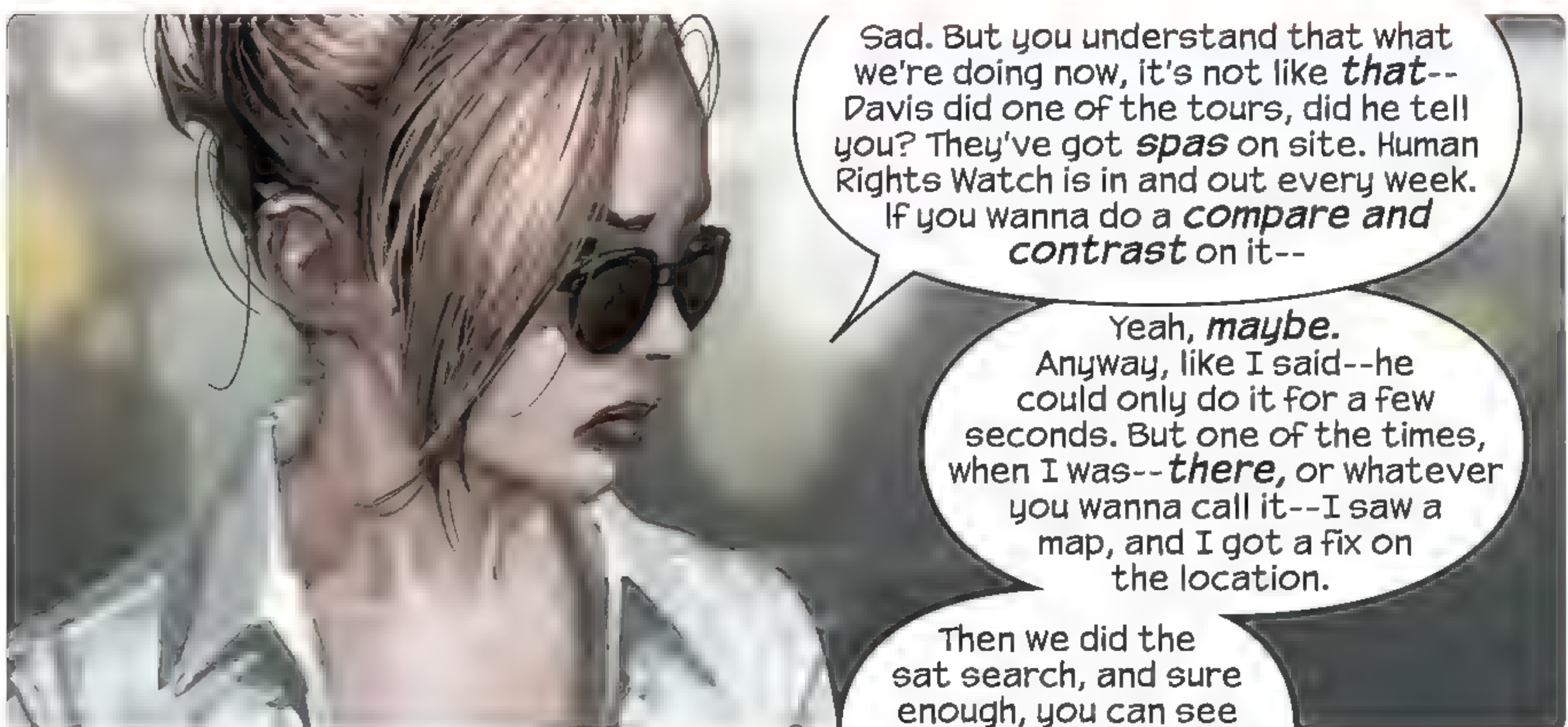
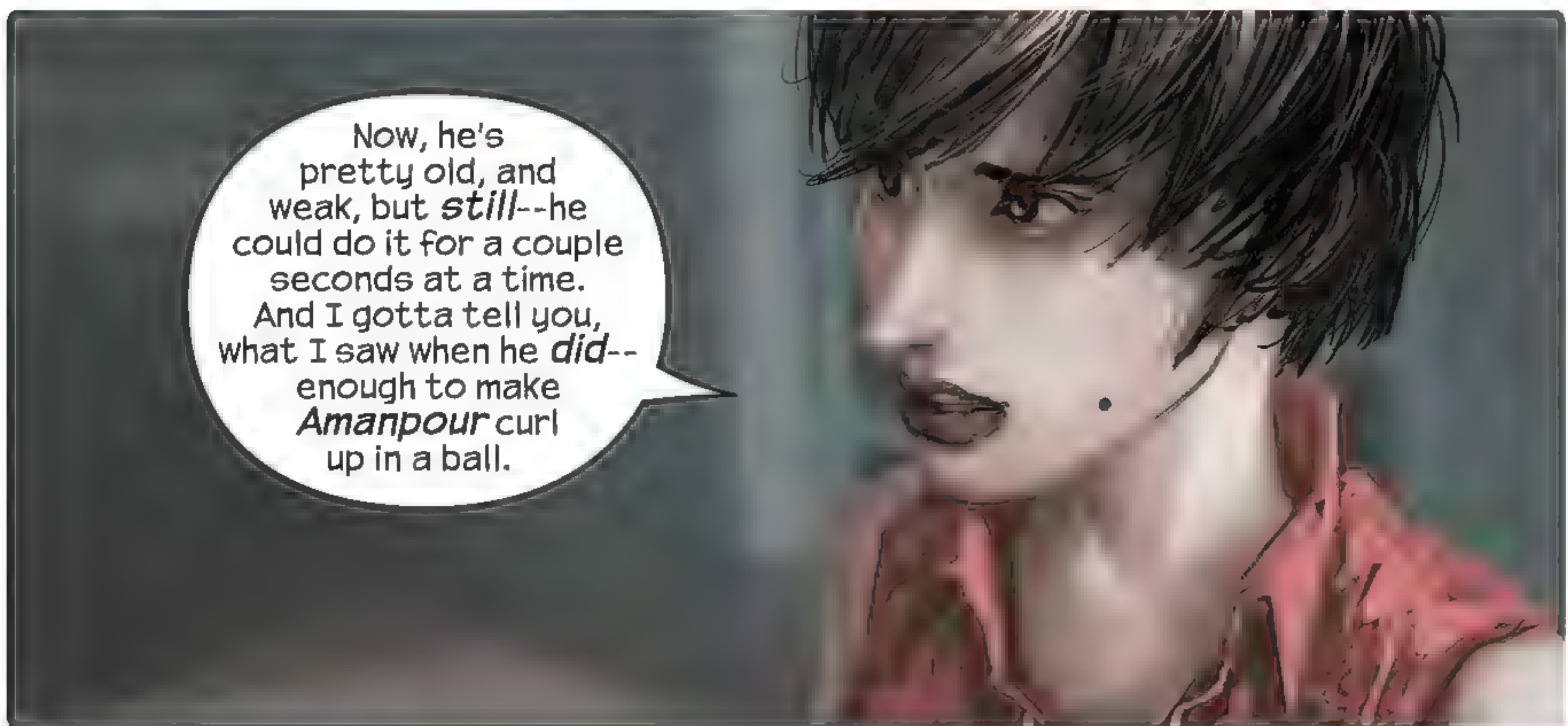
You know that saying comes from the fact that there were black helicopters, right?



Come on, Brett, you know how it was back then. It was the Wild West. Everyone was poking and prodding mutants.

Yeah, but the timestamp on this stuff is *way* earlier. Like, *the earliest*.

Well everybody's gotta go to the prom *sometime*, I guess. So, *what*, you're running this? Cold War-era mutant testing? And you wonder why your demos are aging.







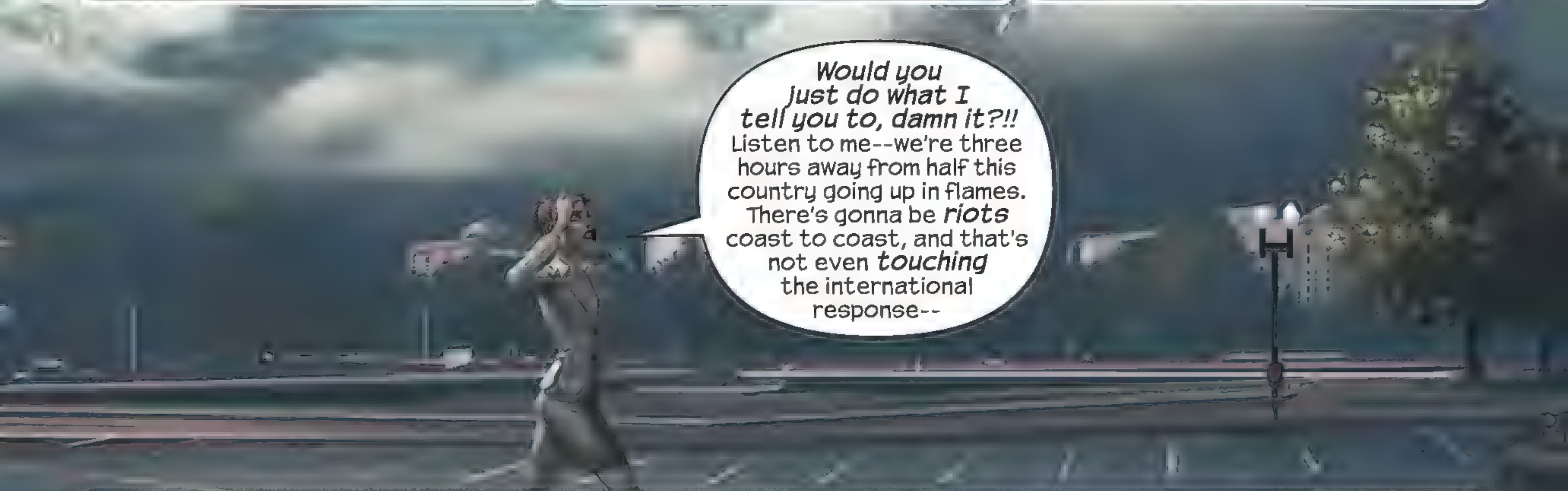
It's
Valerie Cooper.
Where is he?



Well, *pull him out of it.* Get him on the phone with the Attorney General-- there's going to be an independent counsel on this, we need to be ready. And C.O.S. needs to start calling the governors, we want all national guard units on alert. *Then--*



Shut up, let me finish--we need the networks, no later than **eight.** Phil's gonna have to work something up-- "what began as a noble **experiment,** words cannot express, full responsibility, **violence** is not the answer"--




Would you just do what I tell you to, damn it?!! Listen to me--we're three hours away from half this country going up in flames. There's gonna be **riots** coast to coast, and that's not even *touching* the international response--



The entire world's about to find out The United States government created mutants.

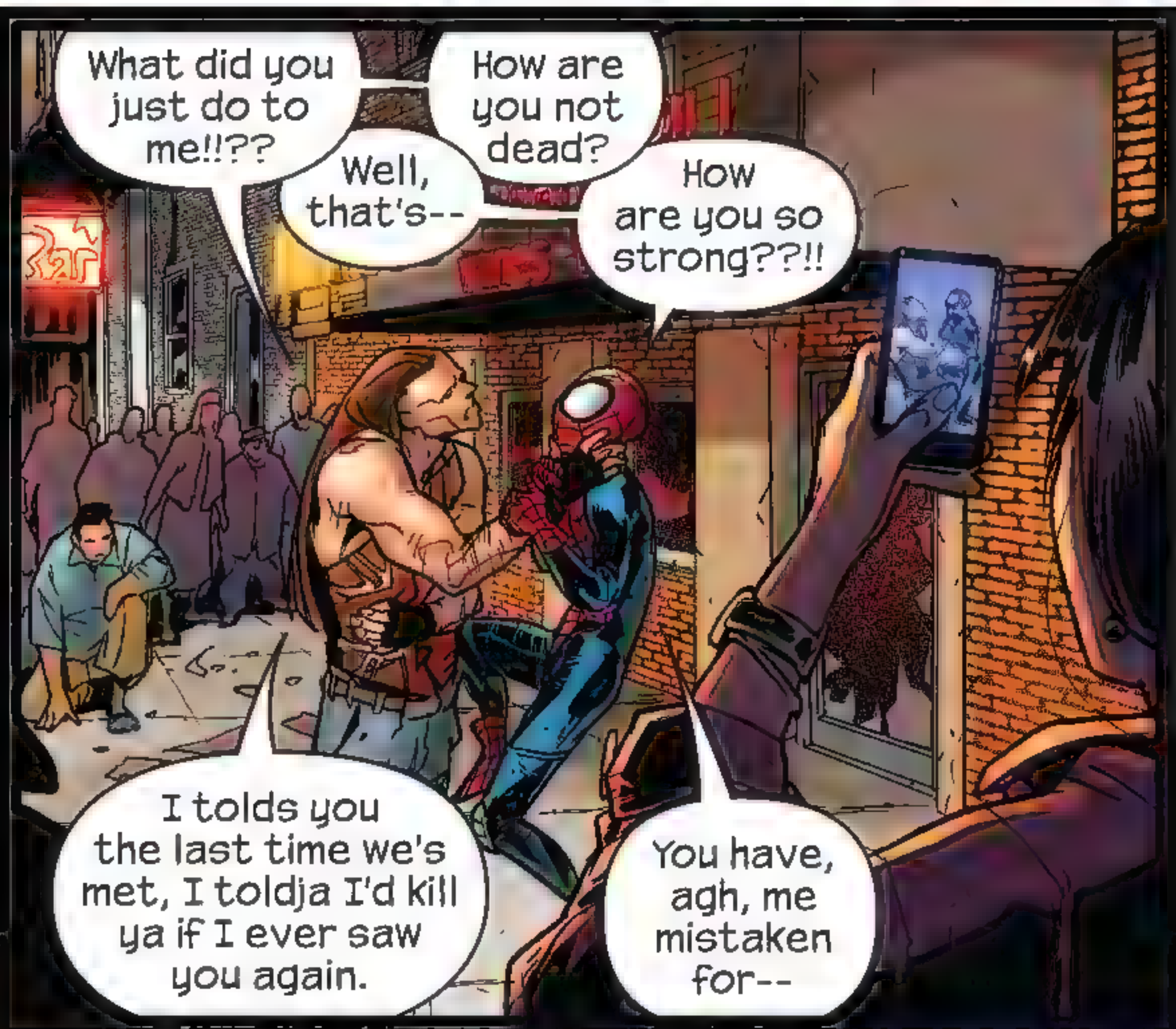
To Be Continued...

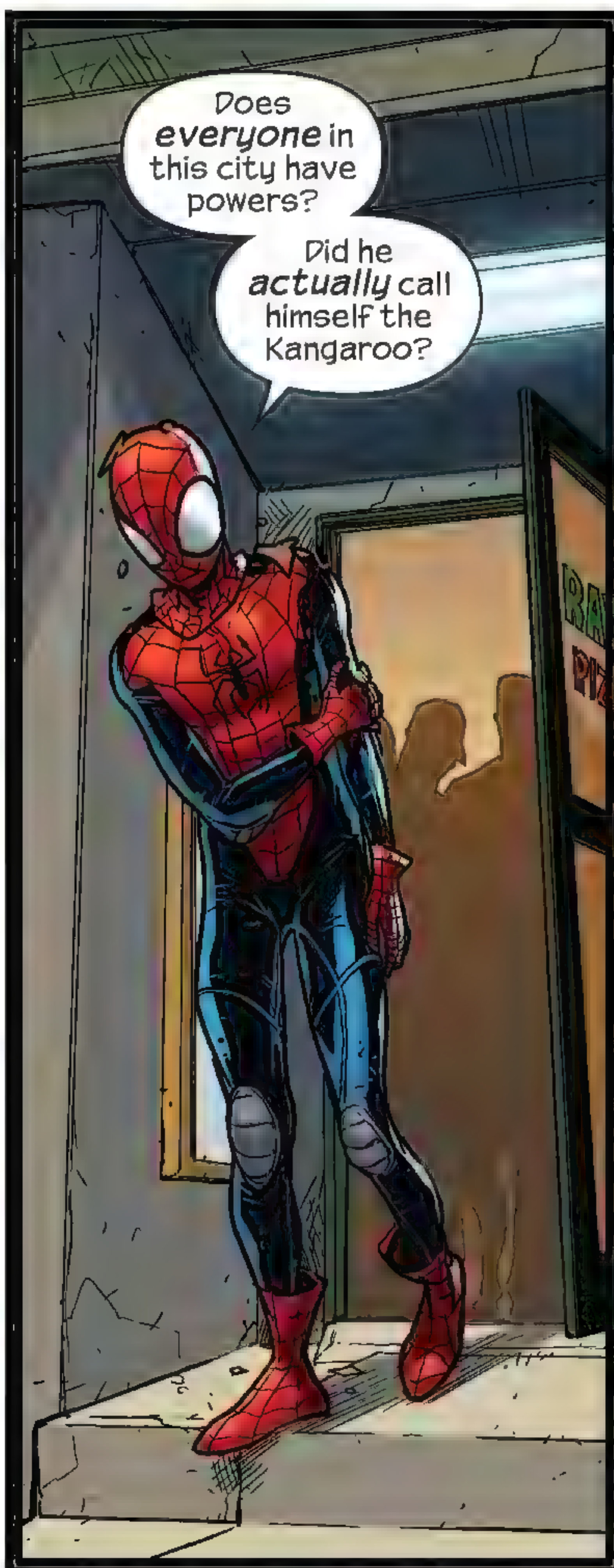
A comic book illustration of Spider-Man in his red and blue suit, standing on a city street. He is looking up at a massive, red, muscular monster that is towering over him. The monster has a wide, flat head with a row of sharp teeth and a long, flowing red cape. It is holding a silver car in its right hand, crushing it. In the background, there is a brick building with a large, glowing orange sign that says "HOT". Spider-Man has three speech bubbles above him.

I think an
apology of
some sort
is due.

To
all of us,
really.

We'll
wait.











NEXT ISSUE



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ULTIMATE COMICS FALLOUT #5

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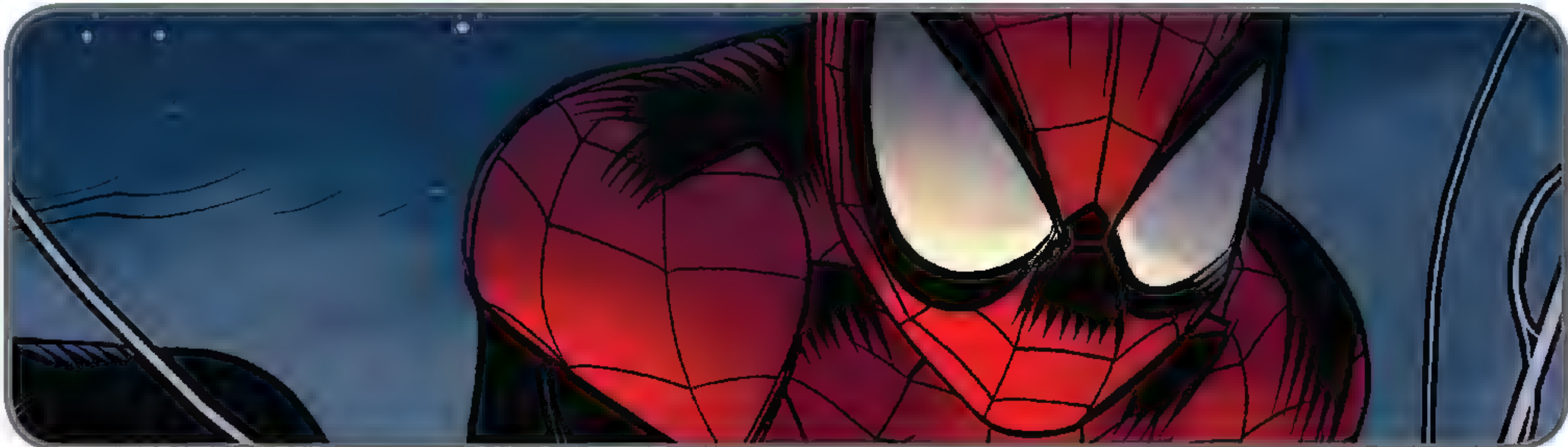
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ULTIMATE FALLOUT

MARVEL ***SPIDER-MAN NO MORE*** **ISSUE**
5
HICKMAN • SPENCER • TAN • ROSS



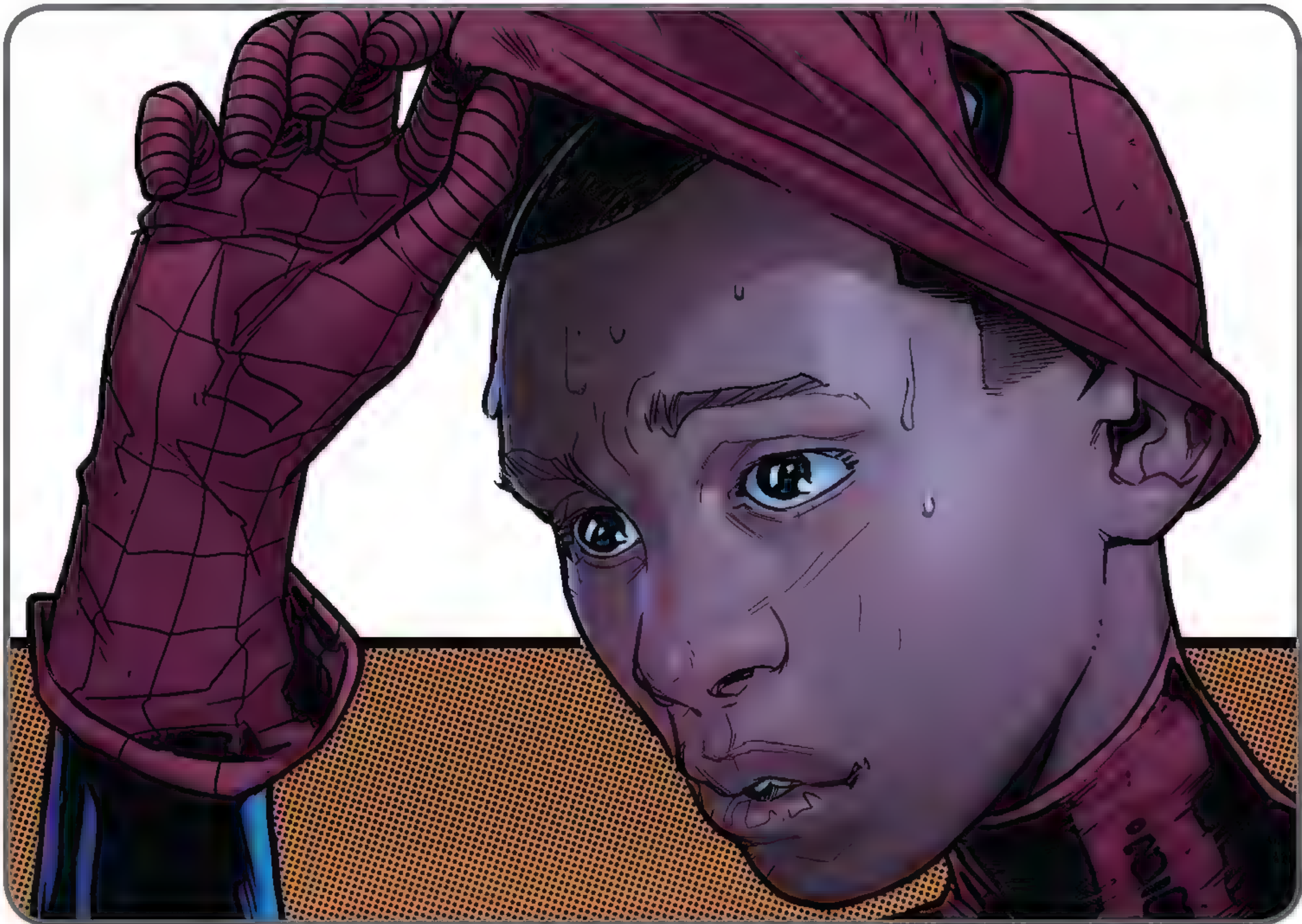
The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.



PREVIOUSLY:

Peter Parker died heroically at the hands of Norman Osborn, a.k.a. the Green Goblin, in the arms of his one true love Mary Jane and the woman who raised him, Aunt May.

While heroes and citizens alike must learn to cope in a world without Spider-Man, others begin to plot what happens next...



ULTIMATE FALLOUT
CHAPTER FIVE OF SIX

QUICKSILVER

Writer
Nick Spencer

Artist
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Colorist
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NICK FURY

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Artist
Billy Tan

Colorist
Guru eFx

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Axel Alonso

Chief Creative Officer
Joe Quesada

Publisher
Dan Buckley

Executive Producer
Alan Fine

Thanks to Joe Sabino

New York City.

Is this gonna be like Syria?
Are there gonna be big blue
guys with AK-47s sitting
around a boardroom table in
the Chrysler building?
'Cause if so, I vote
teleconference.

He's
kidding.

I didn't
know anything
about this--

Been on
the private
calendar for
two weeks,
Philip.

No, it
will not be like
Syria. This guy has
better hair
than I do.

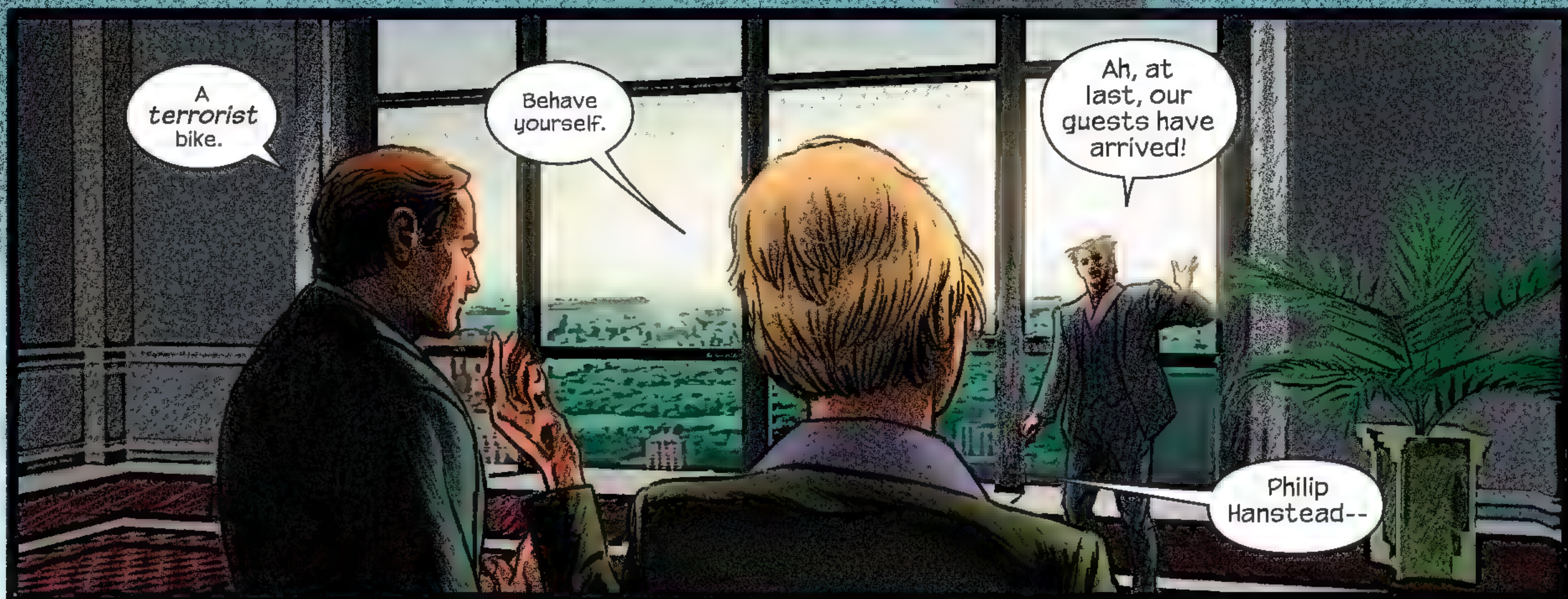
He's a
terrorist.

It's ten
minutes. You're
gonna want to
hear what he
has to say.

What a
terrorist
has to say.

And whose
idea was it to do this
here, the day the entire
damn press corps is in Central
Park? I think our driver cut
off Helene Cooper pulling
up here! You have *any* idea
the mess we'd be in if
they found out--

Philip,
would you *please*
just let me make you
some money? I know
it's been a while, but I
promise, it's just
like riding a bike.

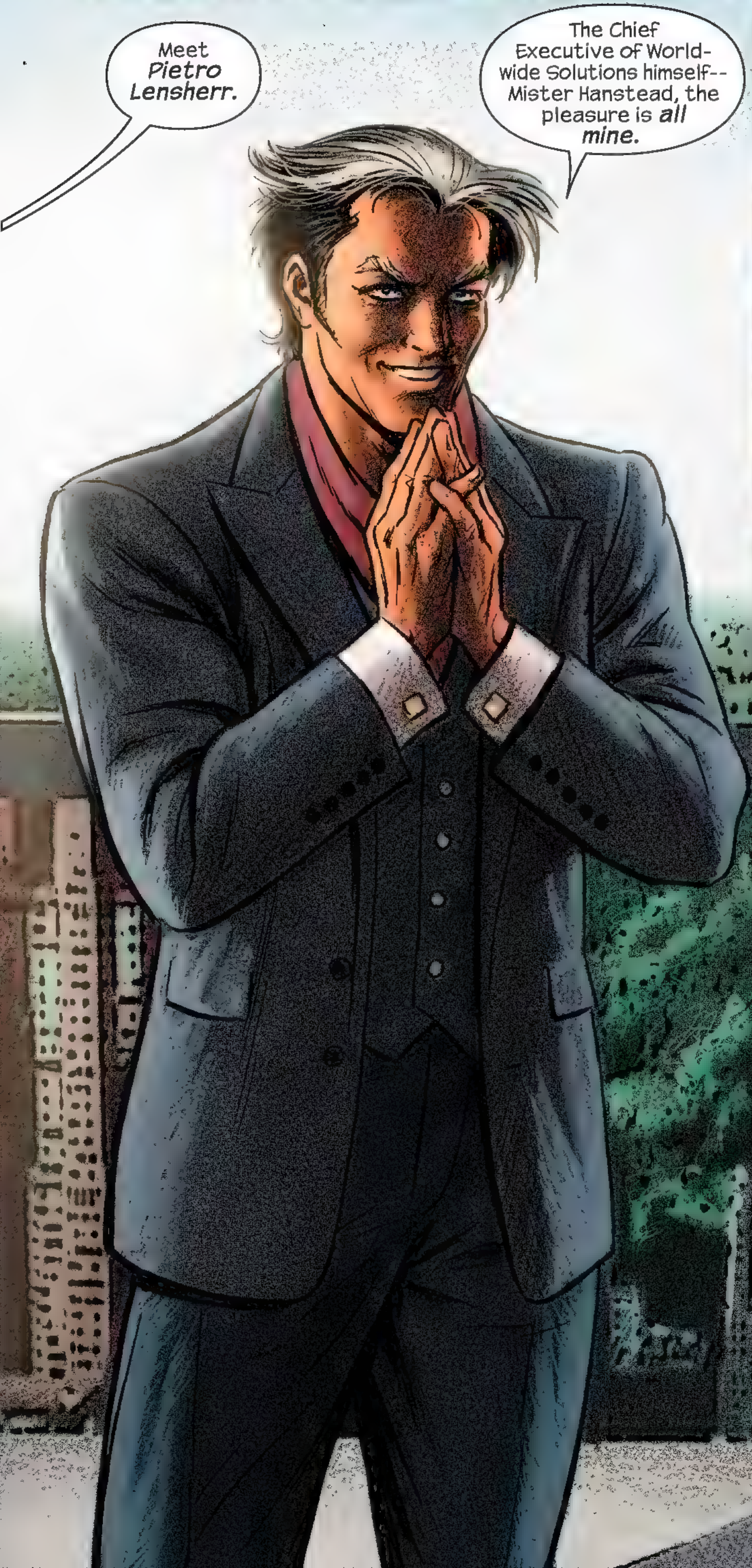


A terrorist bike.

Behave yourself.

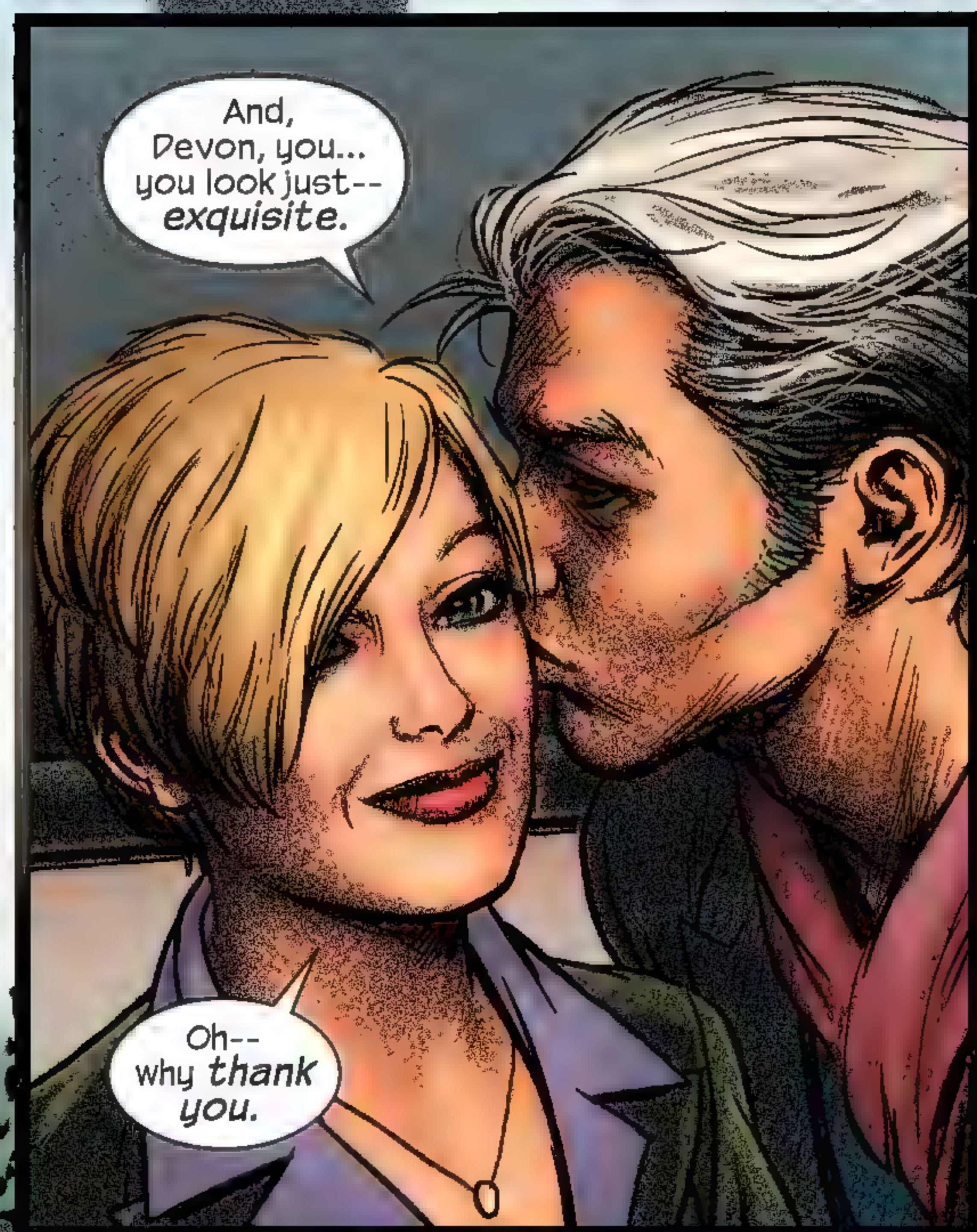
Ah, at last, our guests have arrived!

Philip Hanstead--



Meet Pietro Lensherr.

The Chief Executive of World-wide Solutions himself-- Mister Hanstead, the pleasure is *all mine*.

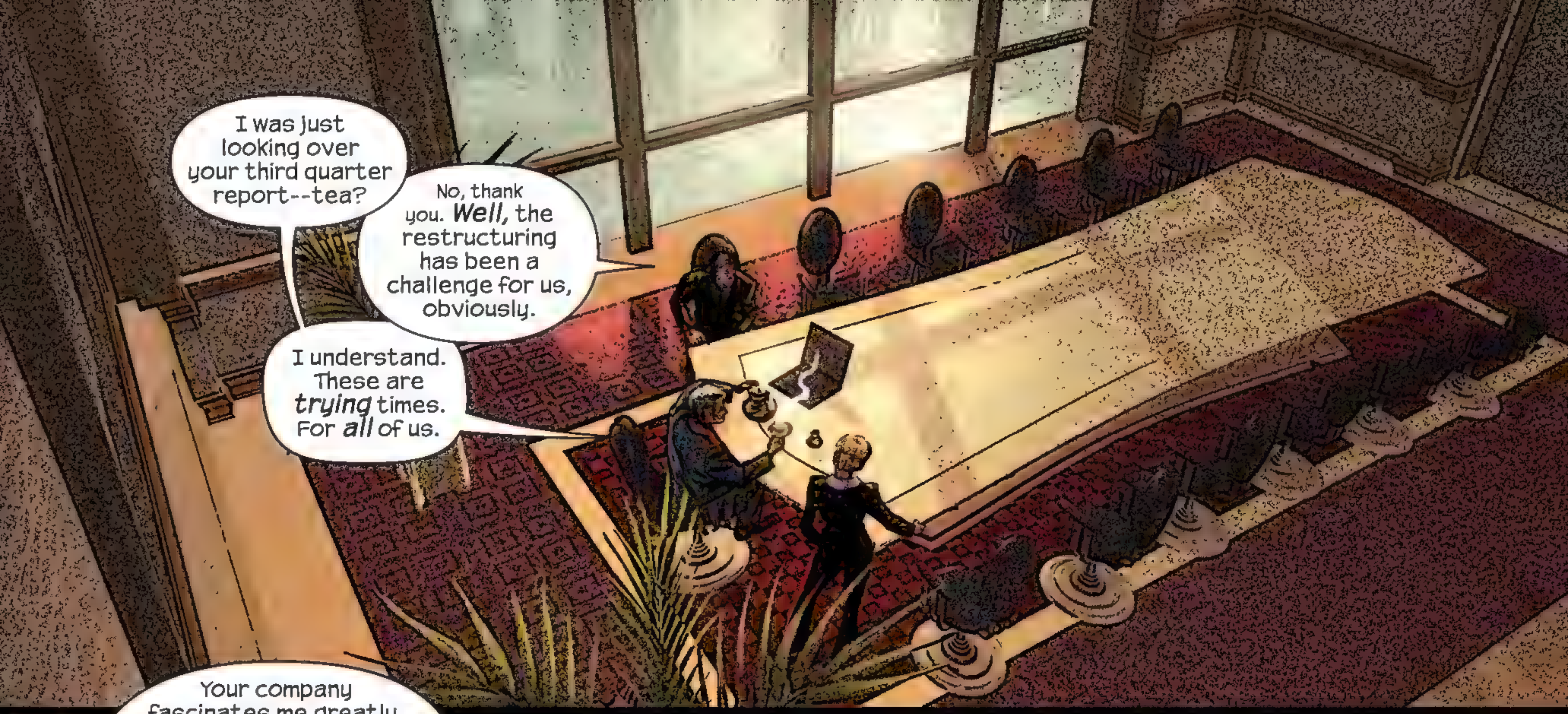


And, Devon, you... you look just-- *exquisite*.

Oh-- why *thank* you.



Now, please, *please*, I know your time is very valuable--right this way, both of you.



I was just looking over your third quarter report--tea?

No, thank you. *Well*, the restructuring has been a challenge for us, obviously.

I understand. These are *trying* times. For *all* of us.

Your company fascinates me greatly, sir, such scope--energy, technology, global finance--just so many facets. *Tell me*, Mister Hanstead--do you know what the most valuable good this country ever imported is?

Oil?

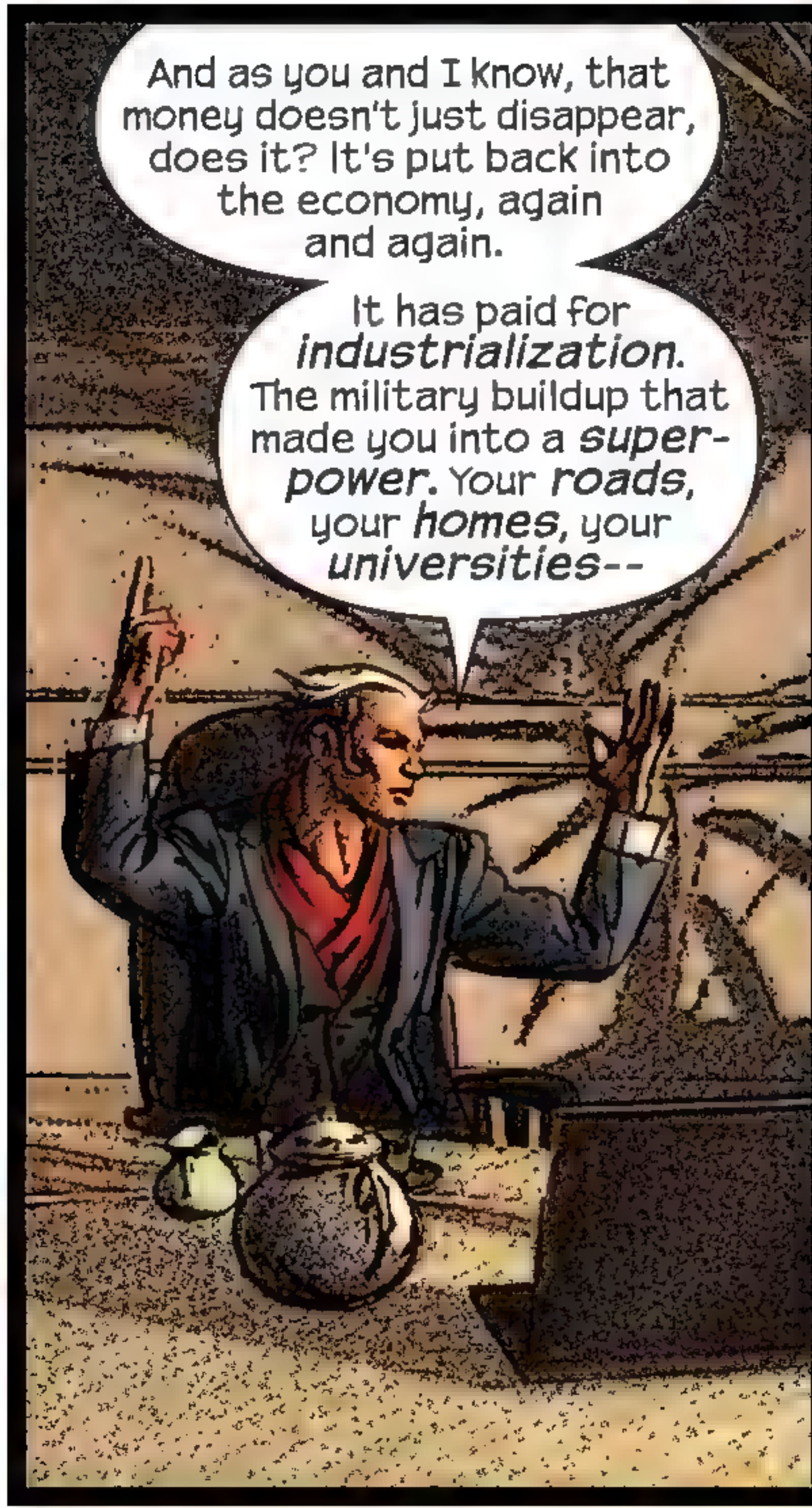
See, *that* is exactly what I thought myself. But *no*, actually--



It's slaves.



Adjusted for inflation, this nation's slave trade contributed--conservatively, even--around twenty *trillion* dollars to the national economy.



And as you and I know, that money doesn't just disappear, does it? It's put back into the economy, again and again.

It has paid for *industrialization*. The military buildup that made you into a *super-power*. Your *roads*, your *homes*, your *universities*--



All that suffering paid for your *way of life*.



I'm not sure I see where this is going--

No bother. Look at that. Miserable weather, isn't it?

Welcome to New York.

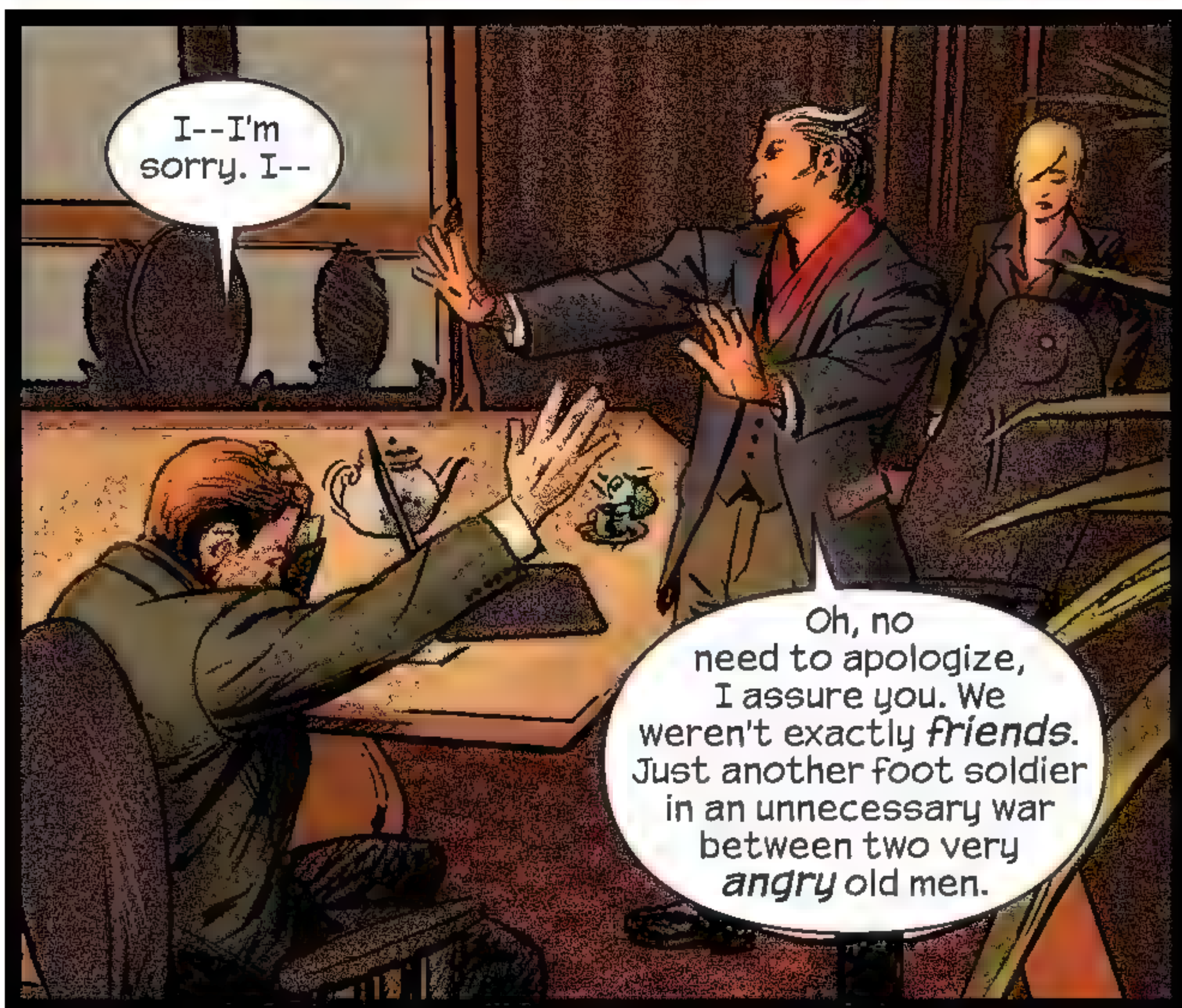


I once knew a young girl-- *a mutant*--who could look at those clouds, and force them to part, just through the power of her own mind.

Yeah, well, where is she when we need her, right?



Being lobotomized.



I--I'm sorry. I--

Oh, no need to apologize, I assure you. We weren't exactly *friends*. Just another foot soldier in an unnecessary war between two very *angry* old men.



You mean Charles Xavier and your father.

Indeed. And how greatly we have *all* suffered in their names.



I'll be direct with you, Mr. Hanstead-- I am acutely aware of the fact that my name carries with it a certain degree of... **baggage**. Despite my heroic service in the *Ultimates*.

You don't say--



I'm subject to the same rash laws as any other mutant since my father's attack. My legal status here is virtually **nonexistent**, I'm forced to hide from the authorities--



I've even been asked to relinquish my family's properties in Massachusetts, if you can **believe** such a thing.



Now, outside funds and connections afford me a **limited** degree of autonomy, thankfully, but even that is... **tenuous**.

The simple reality is, due to my refusal to submit to involuntary detention at the hands of **your** government--



You could **kill** me right now, and face **no** legal reprisal.



Hey, look, I voted for the **other** guy. Don't--

Oh, I don't doubt for even a **second** that you oppose these draconian measures.

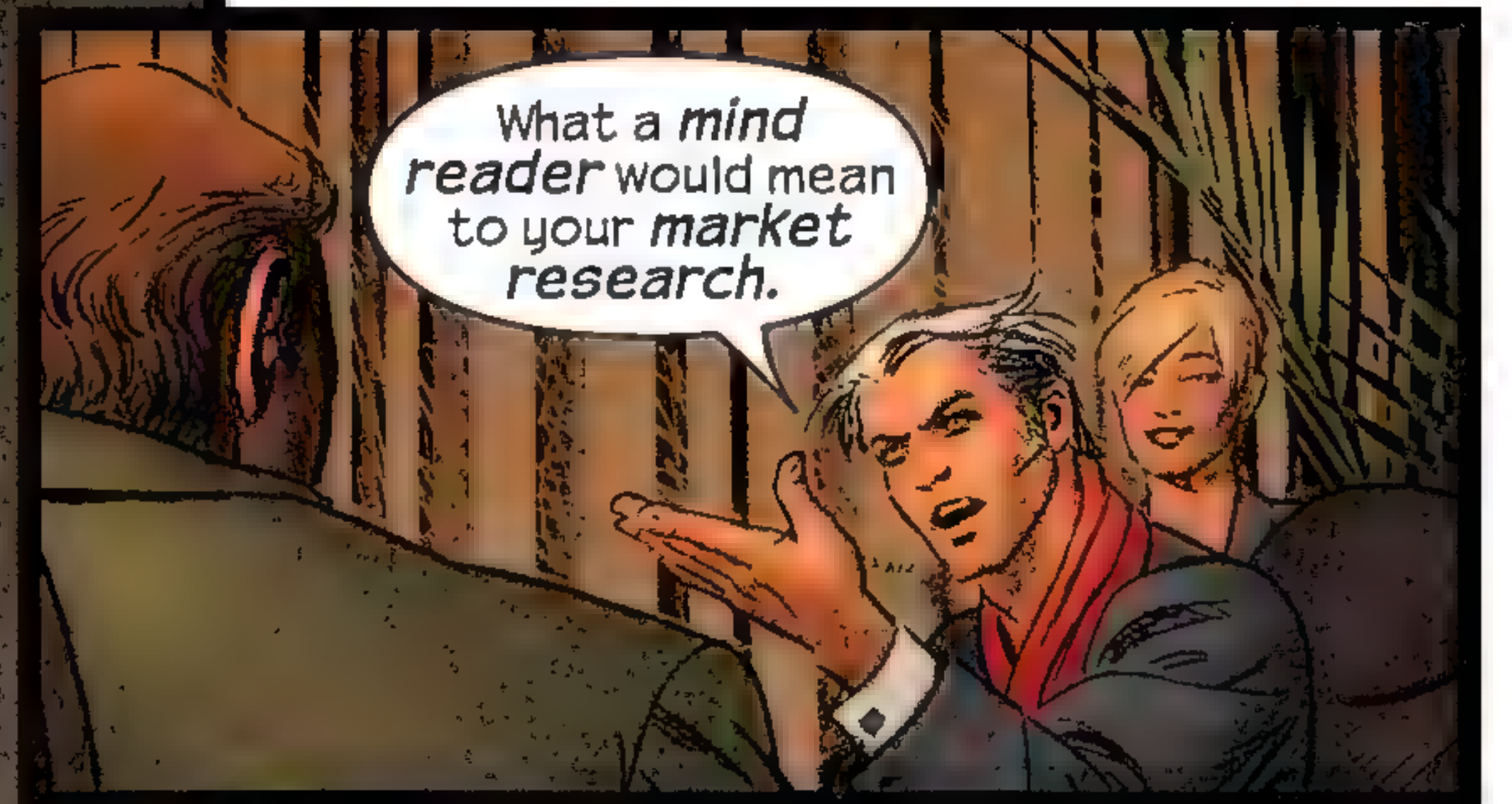
You are a man of **vision**, one of the last titans of industry. **You** know the future when you're face-to-face with it. But Mister Hanstead... **Philip--**



If I could show you some of the things I've seen-- Mutants with **breathtaking** abilities, powers that could change lives, fundamentally alter the way our societies **function**...

Just **imagine** what that girl able to change weather patterns could do for the **farming** industry.

What a **teleporter** could do for **shipping**.



What a **mind reader** would mean to your **market research**.



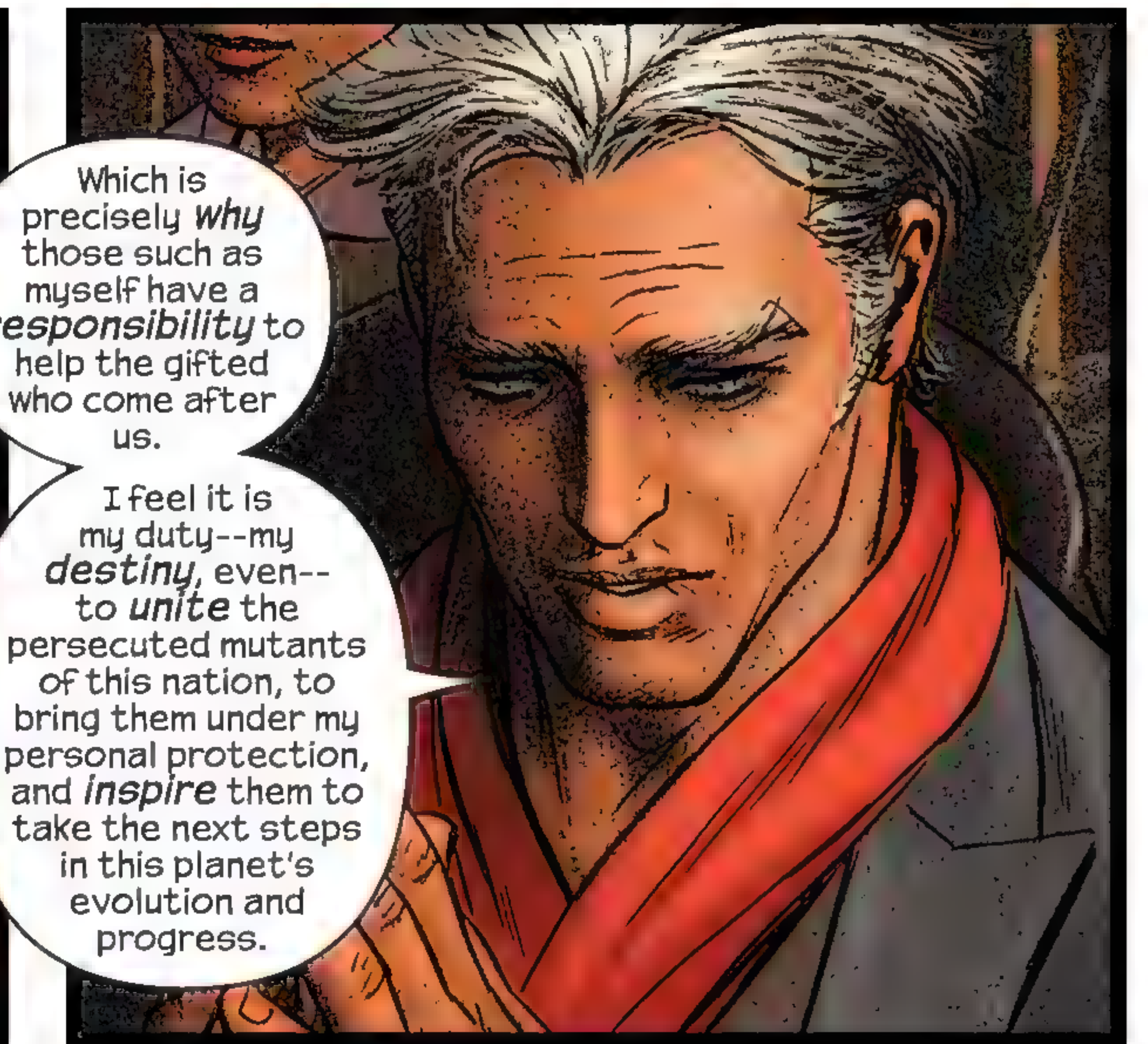
It must be so **frustrating** for a man like you, to see all this potential wasted, to see mankind retreat into prejudice and fear when so much opportunity lay right before us.



Opportunity, Mister Lensherr? Oh sure, we **all** see the opportunity. But there's also some not-inconsiderable **risk** involved--



"We just dug **Manhattan out of the water**" risk, if you follow.





Well, Mister Lensherr, I applaud your resolve.

Philip--

No, no, listen, we all gotta have our causes, and I wish you the best of luck. As a card-carrying homo sapien, I look forward to my own *insolvency*.



But for now, Devon, if you don't mind, I think we'd better get going--seeing as how what we've already heard makes us accessories to a *war crime*--

Oh, no, Mister Hanstead, I'm afraid you misunderstand me completely, I *apologize*. Please, hear me out--



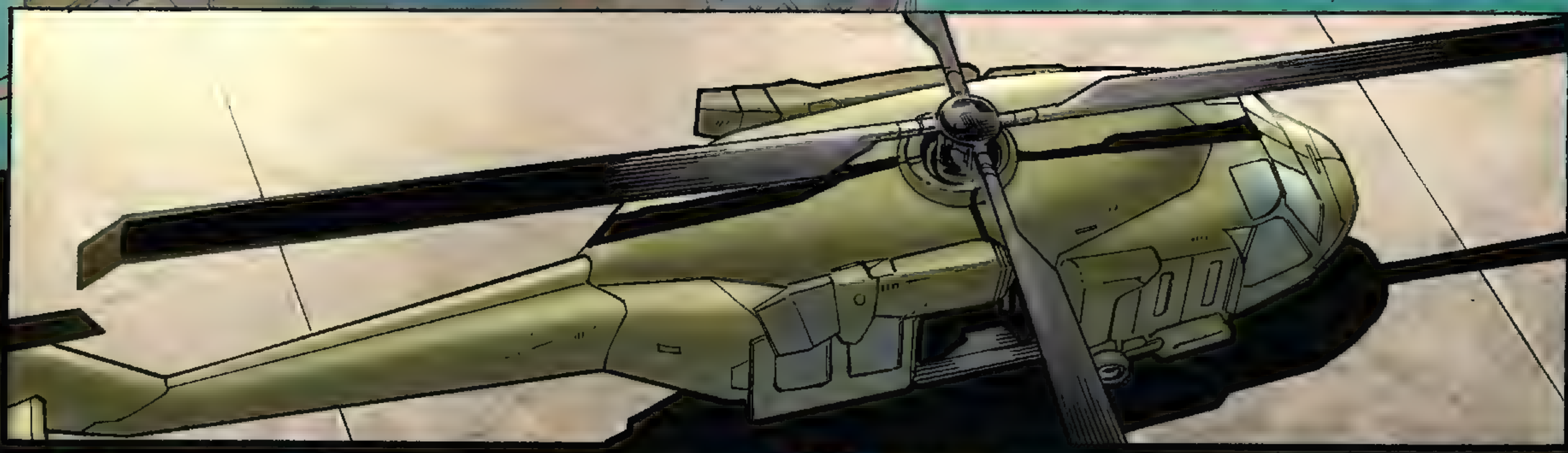
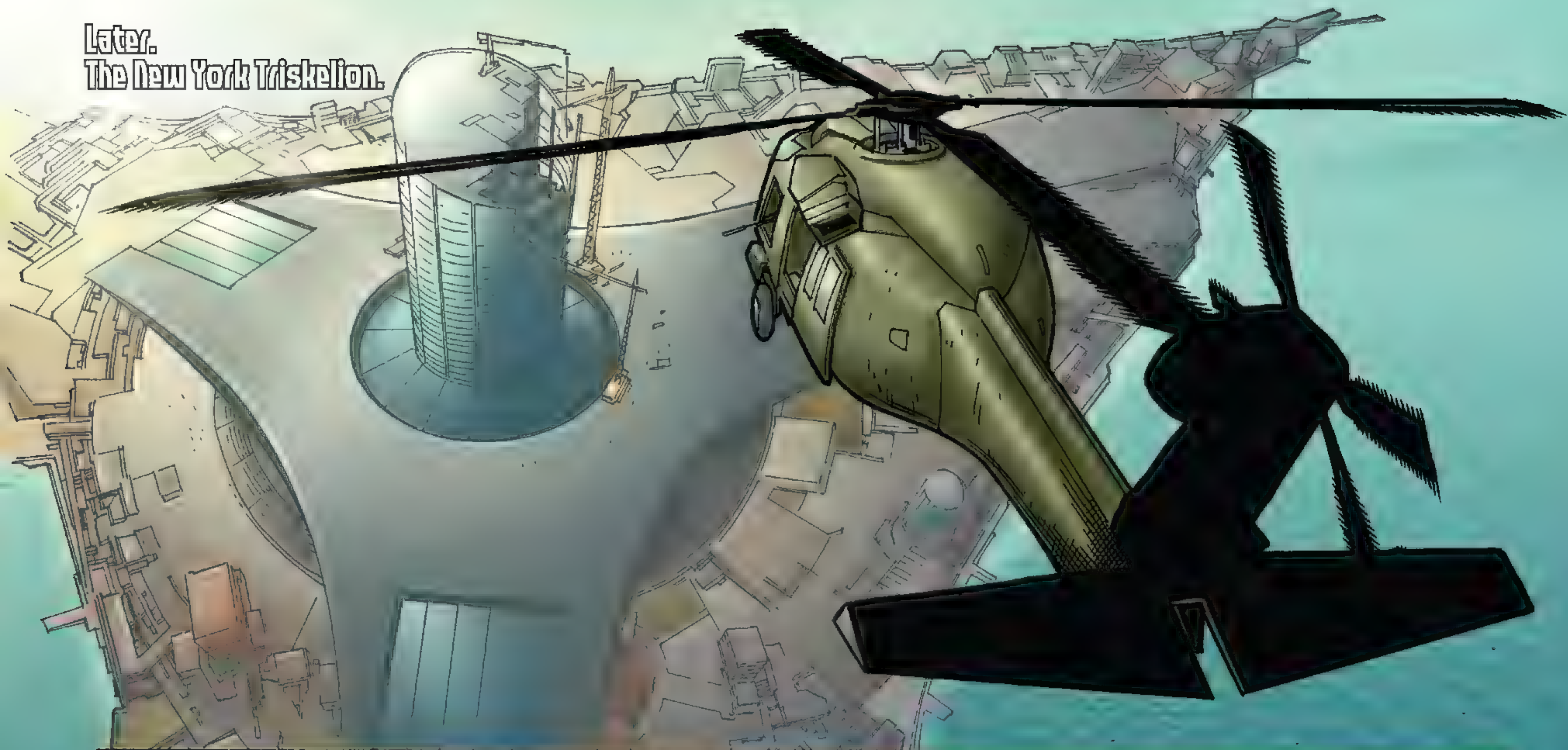
I don't intend to fight any *war*.

No, I am going to gather all these many mutants. I am going to unite them under my cause--



And then I am going to sell them to you.

Later.
The New York Triskelion.







But I'm crunched for time, so give me your top three, first to worst.

All right. Give me E.U.S.S., Uruguay and the S.E.A.R. on the big board, please.

First up is the latest regarding this Asgard situation.

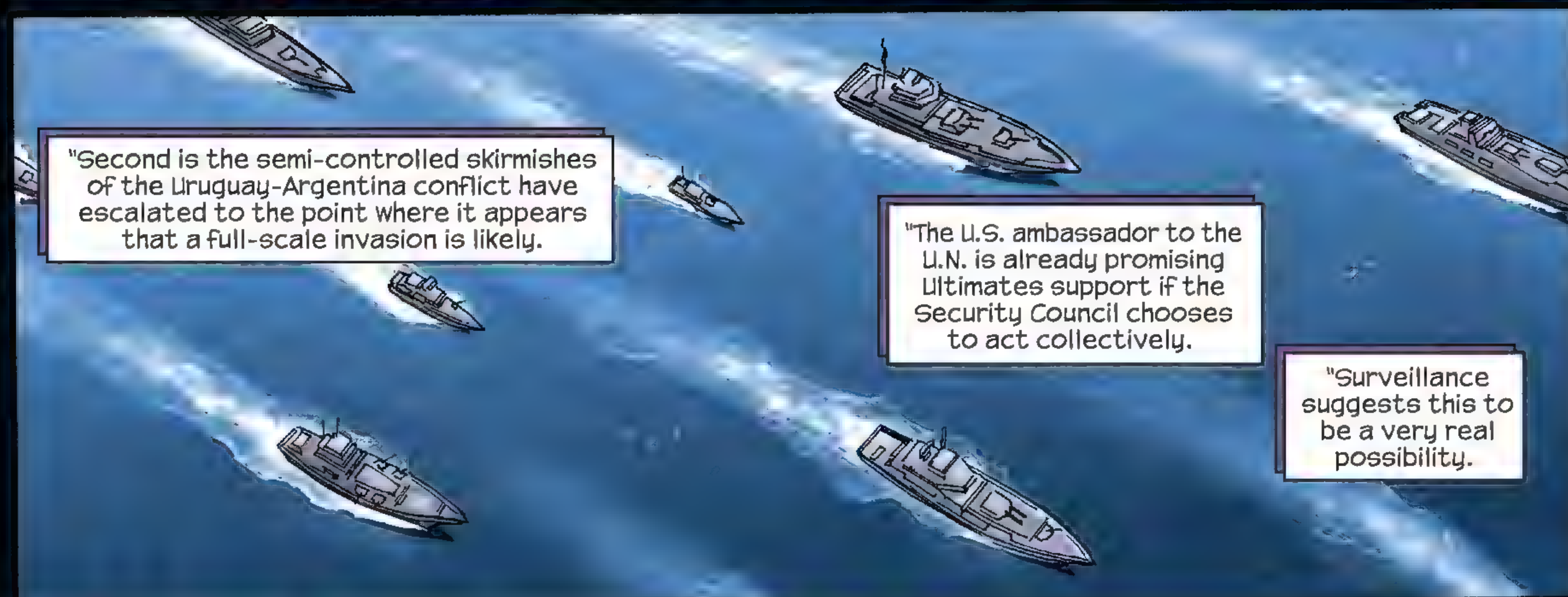


"I know that you've personally spoken to Thor and he assures you that there is nothing to fear here..."

"But the European Union is so spooked they've reconstituted their Super-Soldier program."

"And...you're gonna love this... we just found out that Jamie Braddock is leading the team."

"Fantastic."



"Second is the semi-controlled skirmishes of the Uruguay-Argentina conflict have escalated to the point where it appears that a full-scale invasion is likely."

"The U.S. ambassador to the U.N. is already promising Ultimates support if the Security Council chooses to act collectively."

"Surveillance suggests this to be a very real possibility."

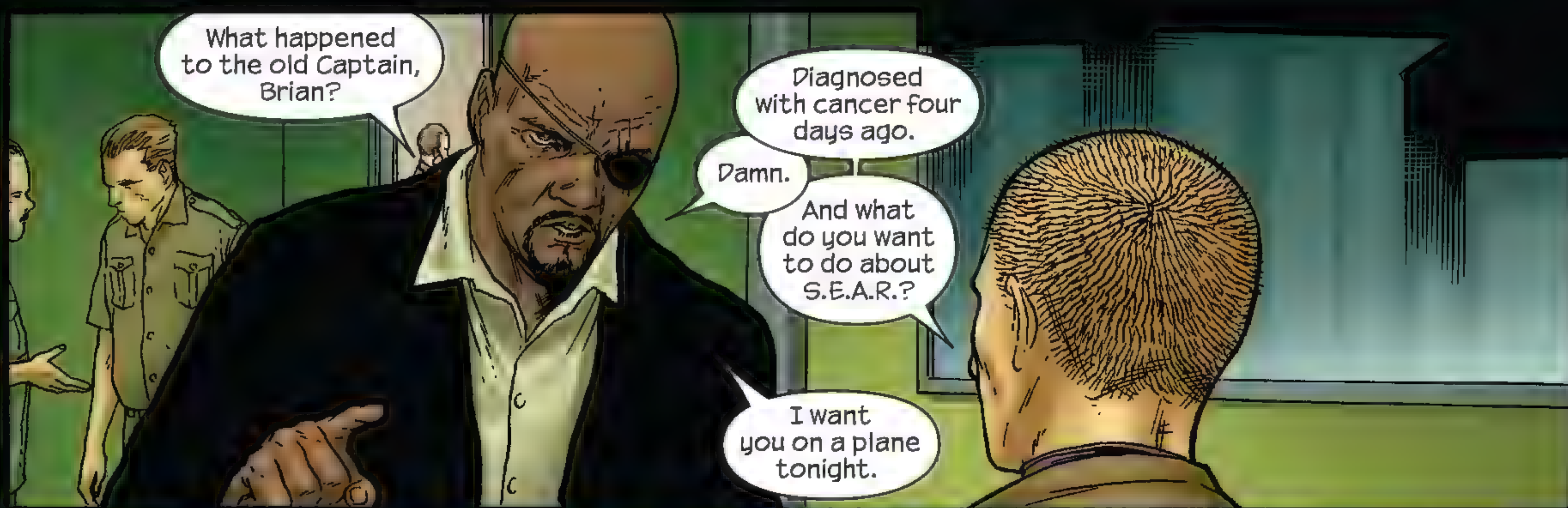


"And here's the one that bothers me the most."

"We've been hearing rumblings from third party intelligence sources inside the S.E.A.R. about a combo biological/metahuman weapons system..."

"Yet, to date, all we have to show for it are three dead spies and zero additional intel."

"Something's going on here, General."







Be careful.

You'll shoot your eye out.



Ah, a joke. Excellent. Spirits are high.

General Fury, I'm Jasper Sitwell, special council--

I know who you are. I know you're here from the White House, and that you have news regarding next year's projected operating budget.

So let's have it.



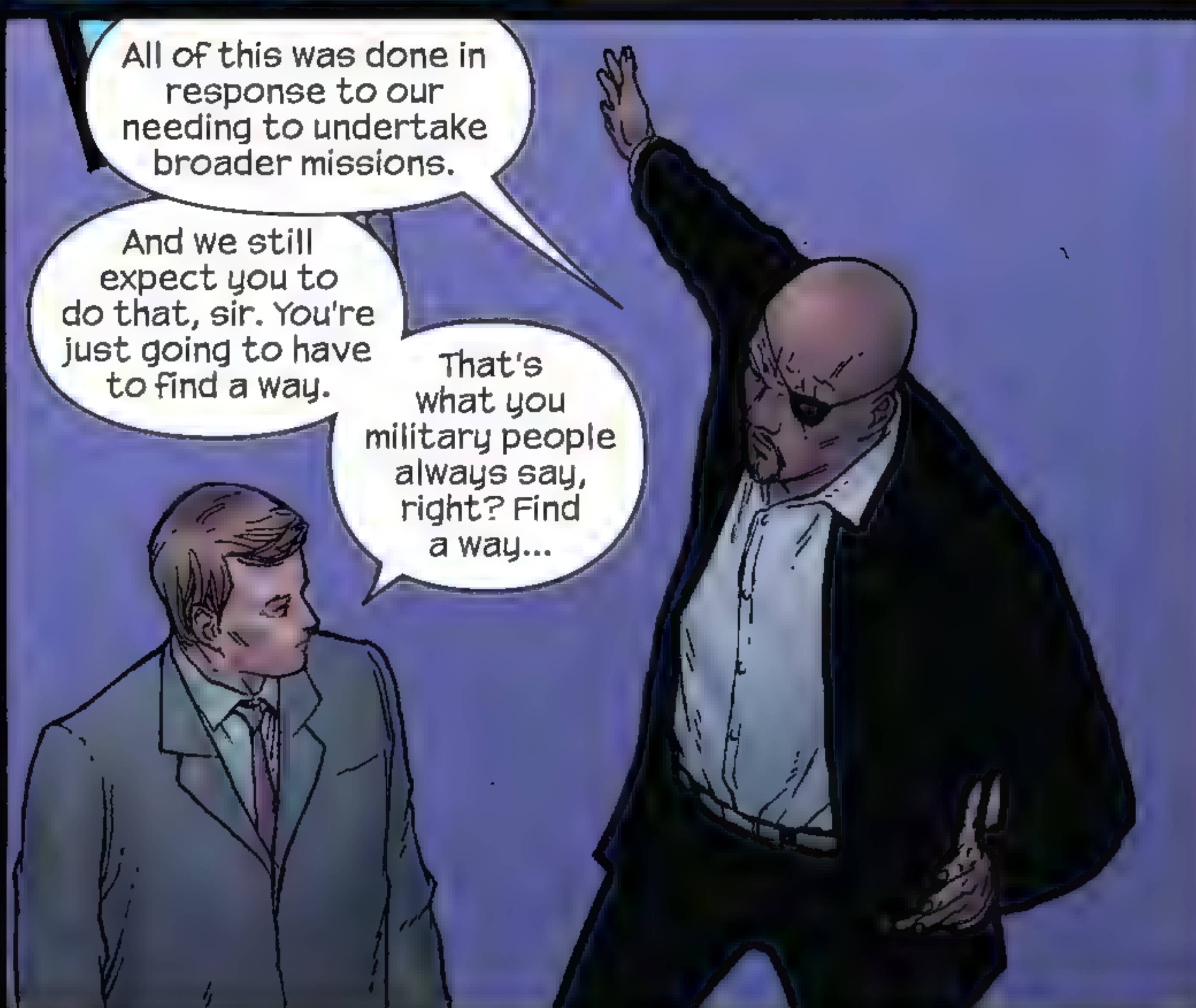
The President said you would be straight to the point.

Fair enough.

We're going to be reducing your budget by 30 percent.



What?



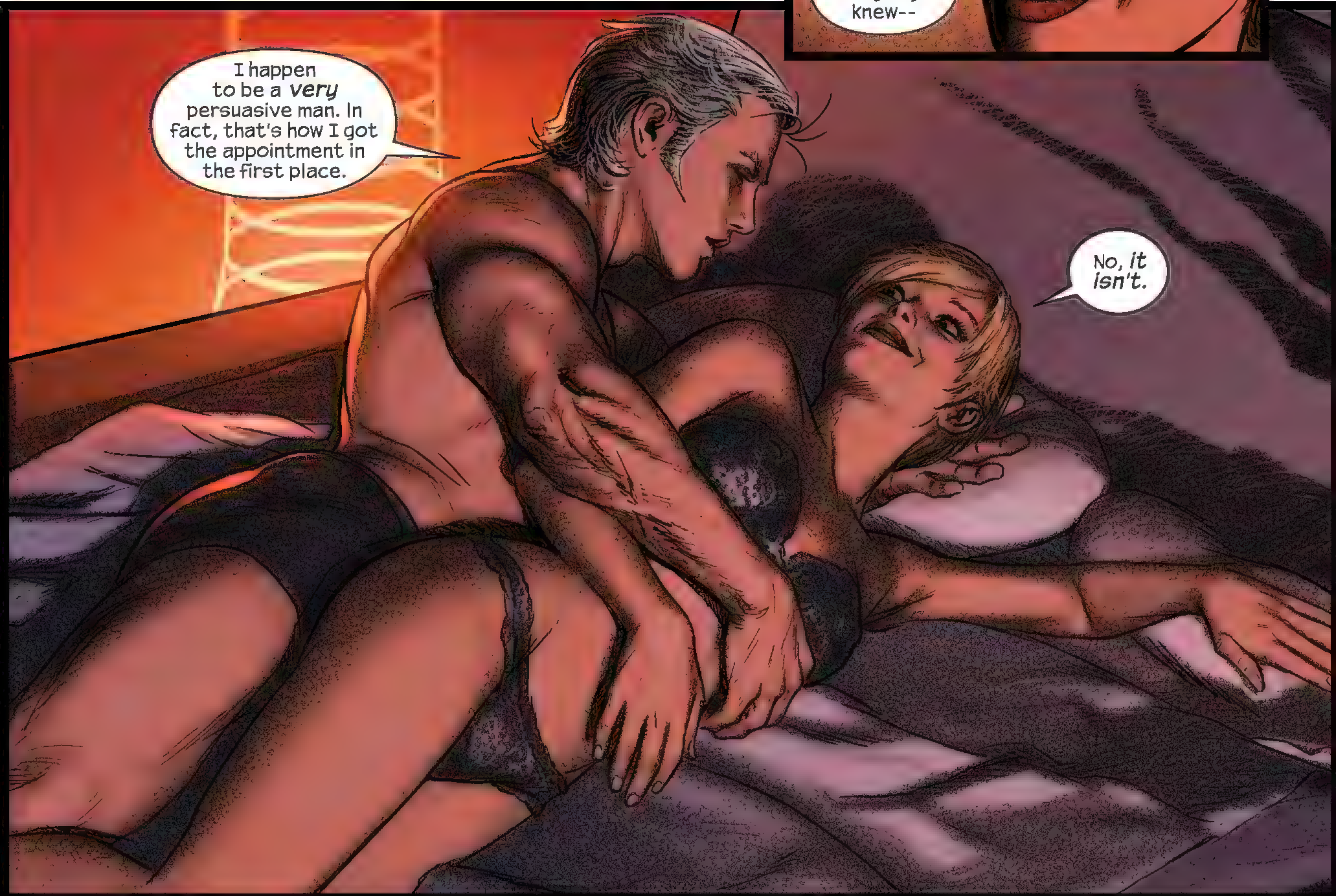


Pietro's Penthouse.



I still can't believe he went for it.

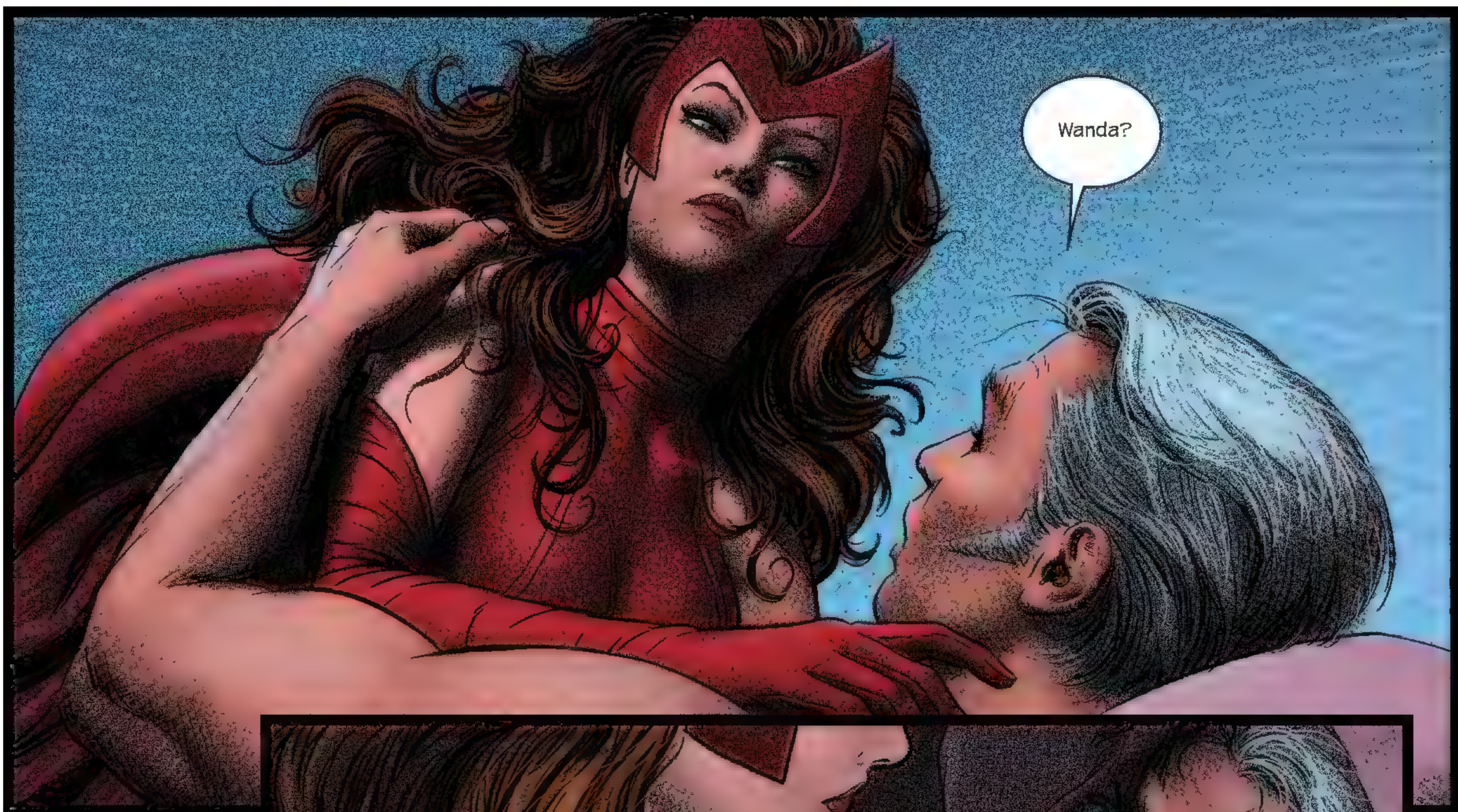
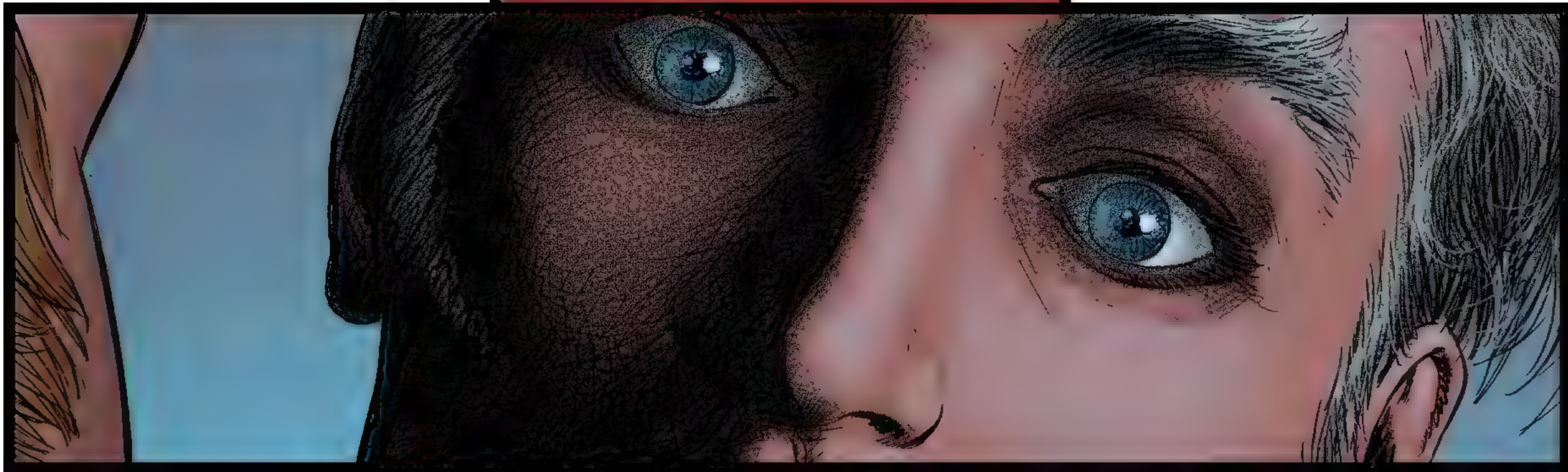
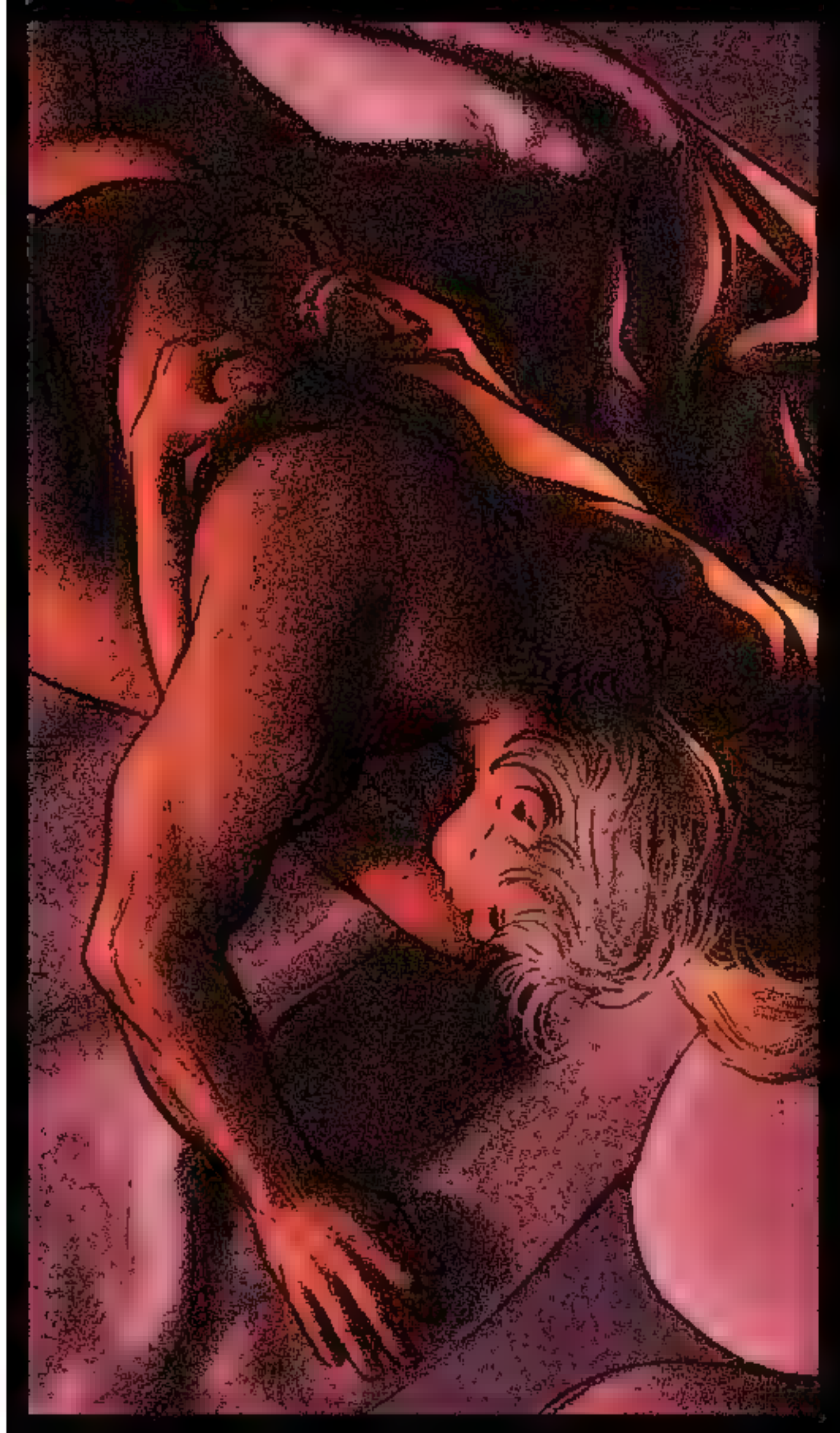
Why, *Devon*, I thought you knew--

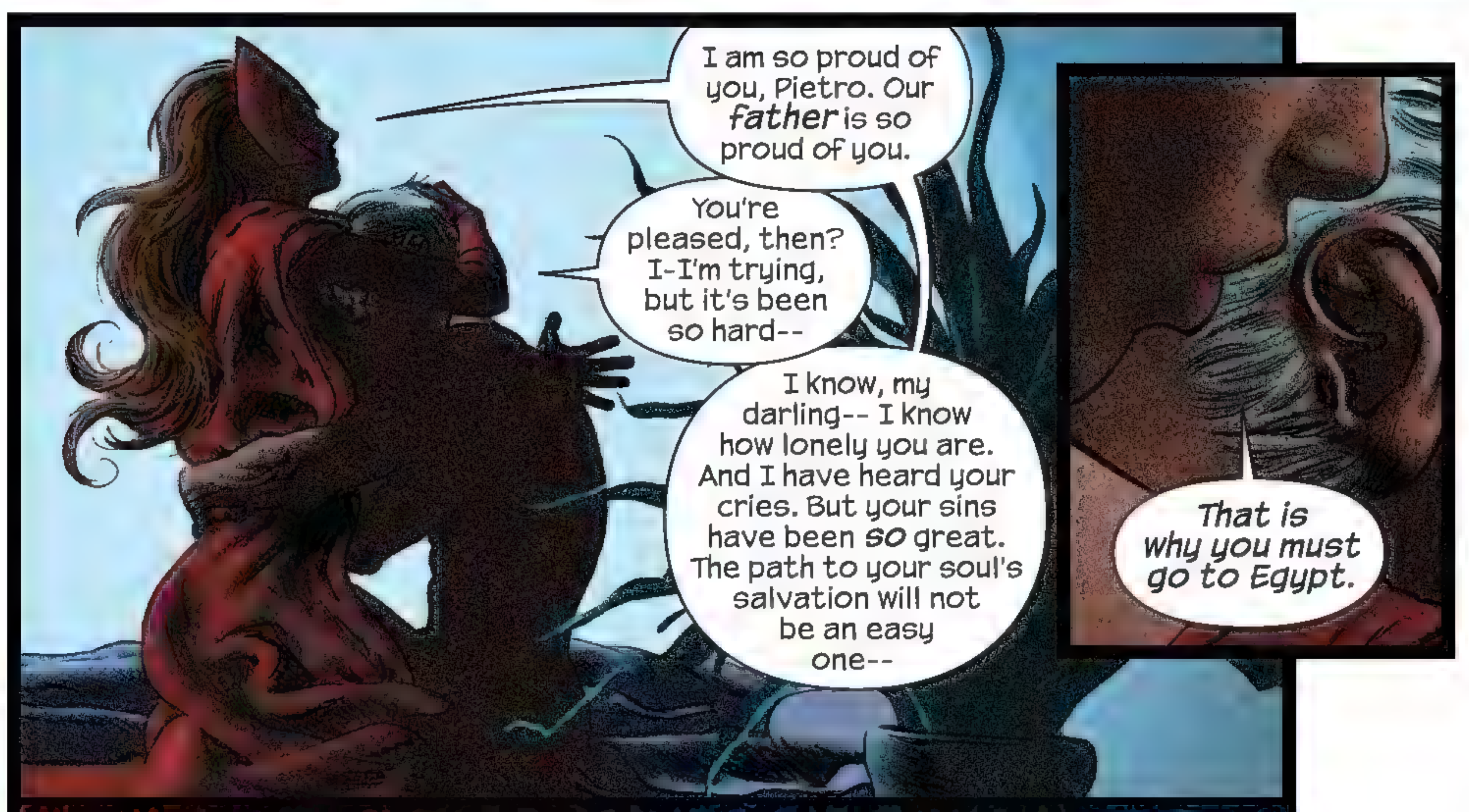
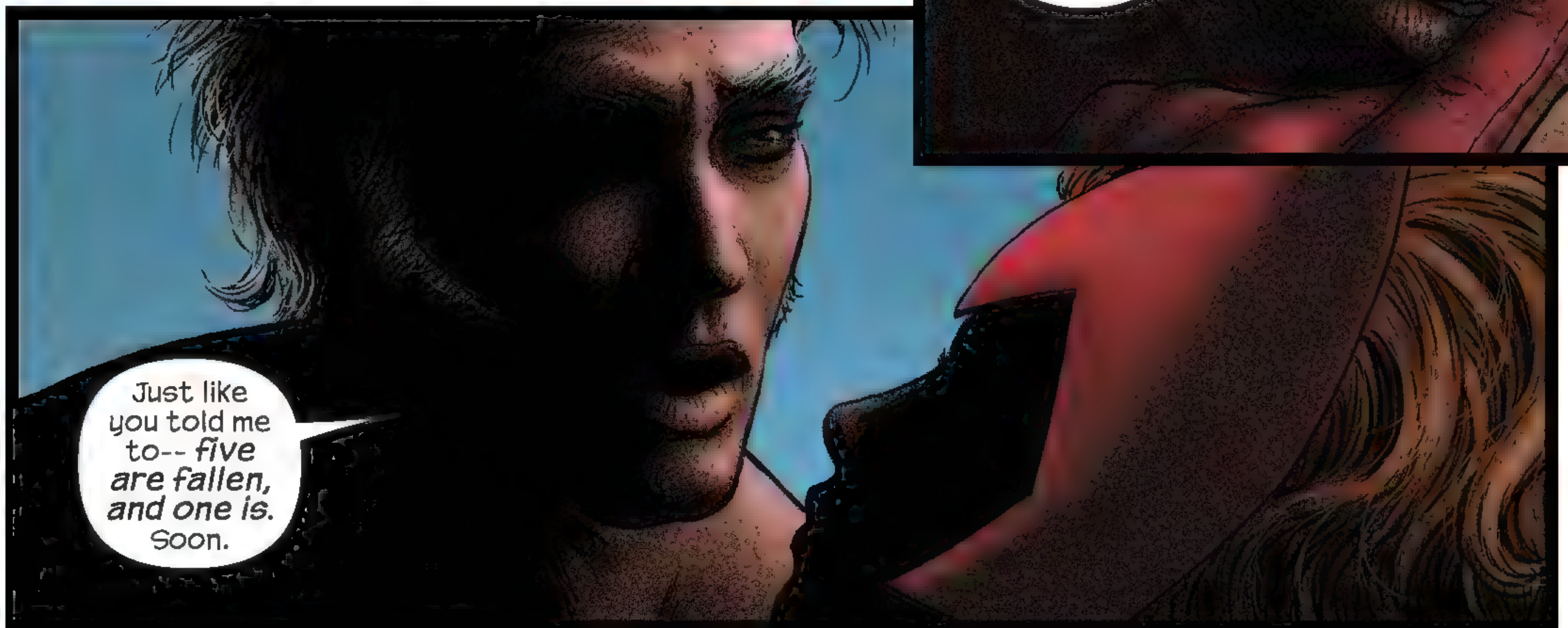
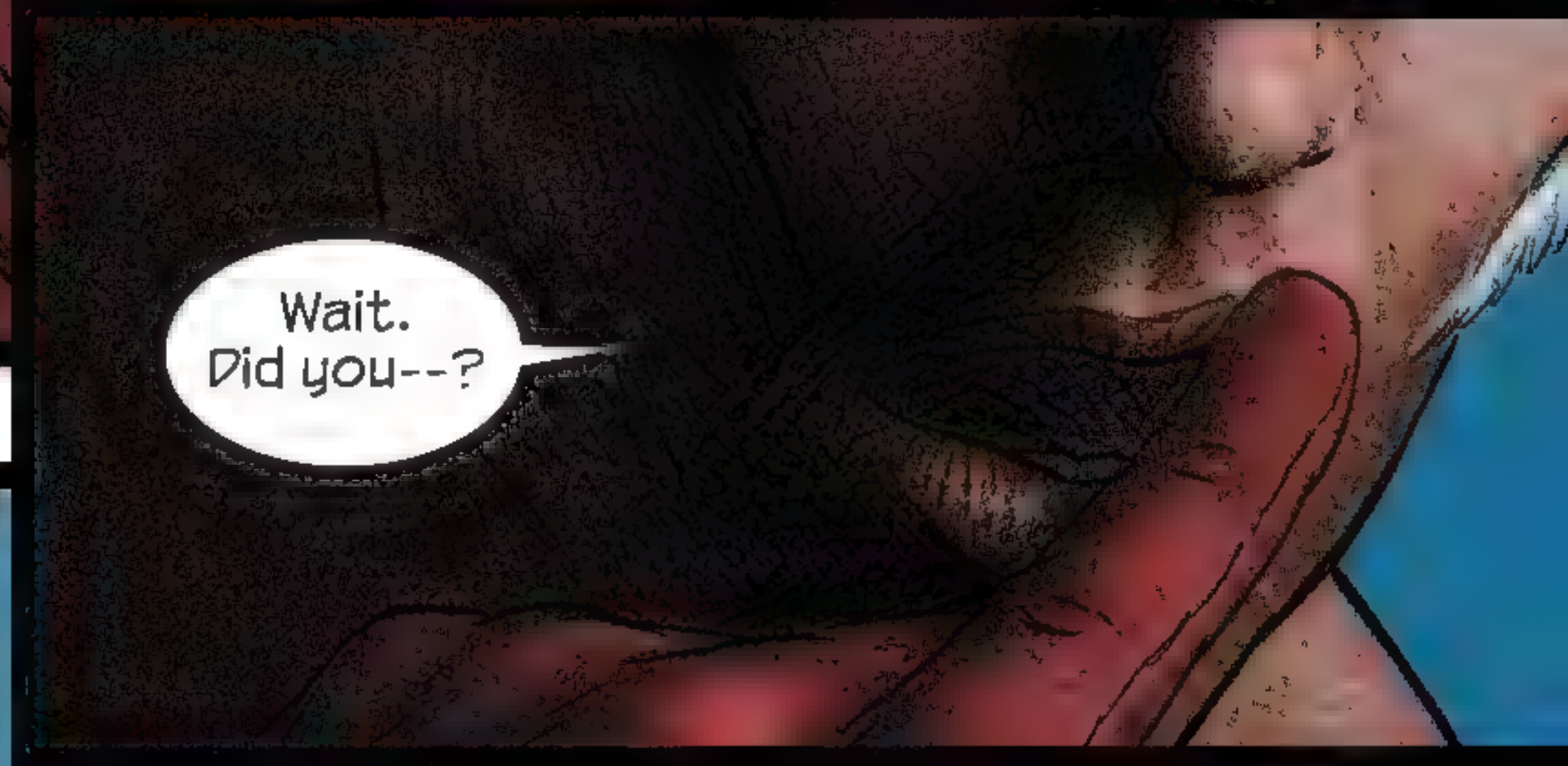


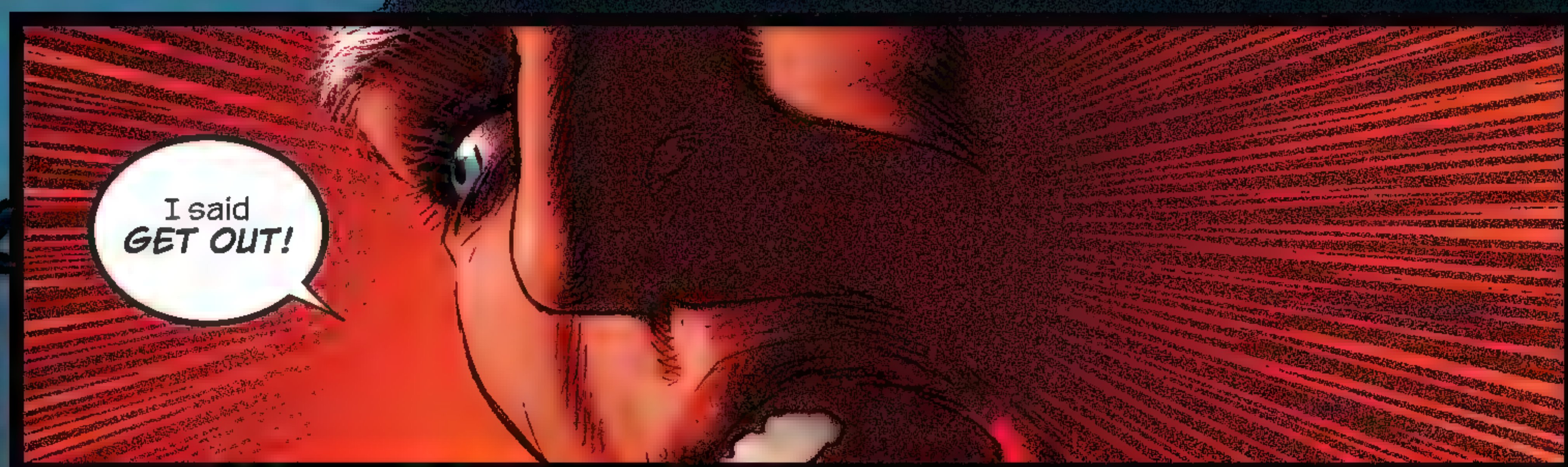
I happen to be a *very* persuasive man. In fact, that's how I got the appointment in the first place.

No, it isn't.

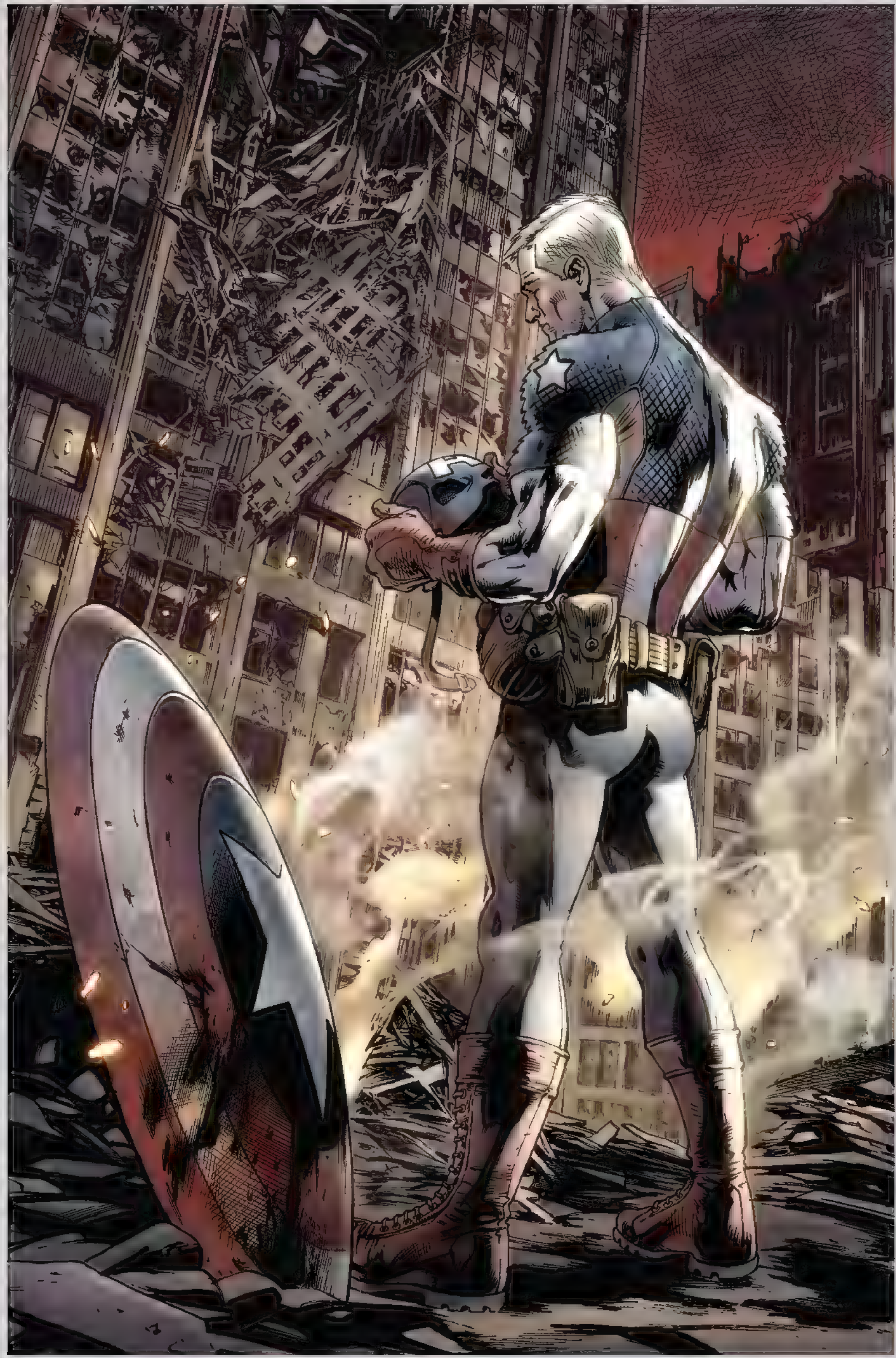








NEXT ISSUE



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ULTIMATE FALLOUT

MARVEL®

SPIDER-MAN NO MORE

ISSUE

6

BENDIS • HICKMAN • SPENCER • BAGLEY • BREITWEISER • NGUYEN



The bite of a genetically altered spider granted high-school student Peter Parker incredible arachnid-like powers. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility.



PREVIOUSLY:

Peter Parker died heroically at the hands of Norman Osborn, a.k.a. the Green Goblin, in the arms of his one true love Mary Jane and the woman who raised him, Aunt May.

While Aunt May and Gwen Stacy attempt to cope with Peter’s passing, Captain America confesses that he’s the reason Peter was killed. Overcome with shock and anguish, Aunt May and Gwen retreat into themselves.

Meanwhile, others grieve in their own way: Mary Jane plots retribution against the super heroes, attempting to expose their part in Peter’s death. Kitty Pryde, Bobby Drake and Johnny Storm go on the run, deciding to put their powers and pasts behind them. And some decide to take matters into their own hands.



ULTIMATE FALLOUT
CHAPTER SIX OF SIX

AUNT MAY, GWEN STACY and MARY JANE

Writer	Pencils	Inks	Colorist
Brian Michael Bendis	Mark Bagley	Andy Lanning	Paul Mounts

KITTY, BOBBY and JOHNNY

Writer	Artist
Nick Spencer	Eric Nguyen

NICK FURY

Writer	Artist	Colors
Jonathan Hickman	Mitch Breitweiser	Mitch Breitweiser with Bettie Breitweiser

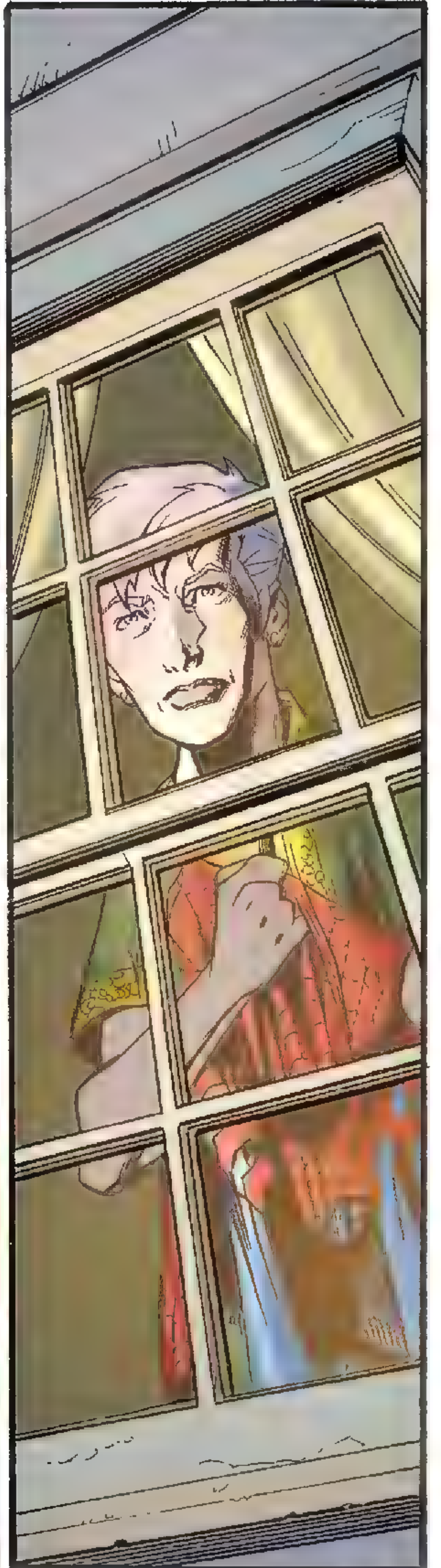
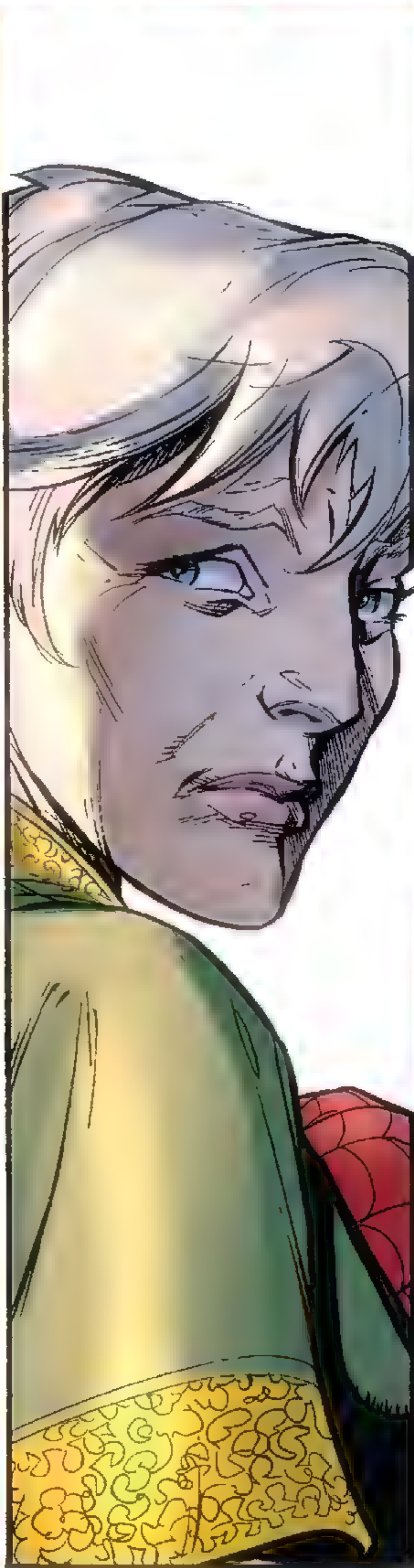
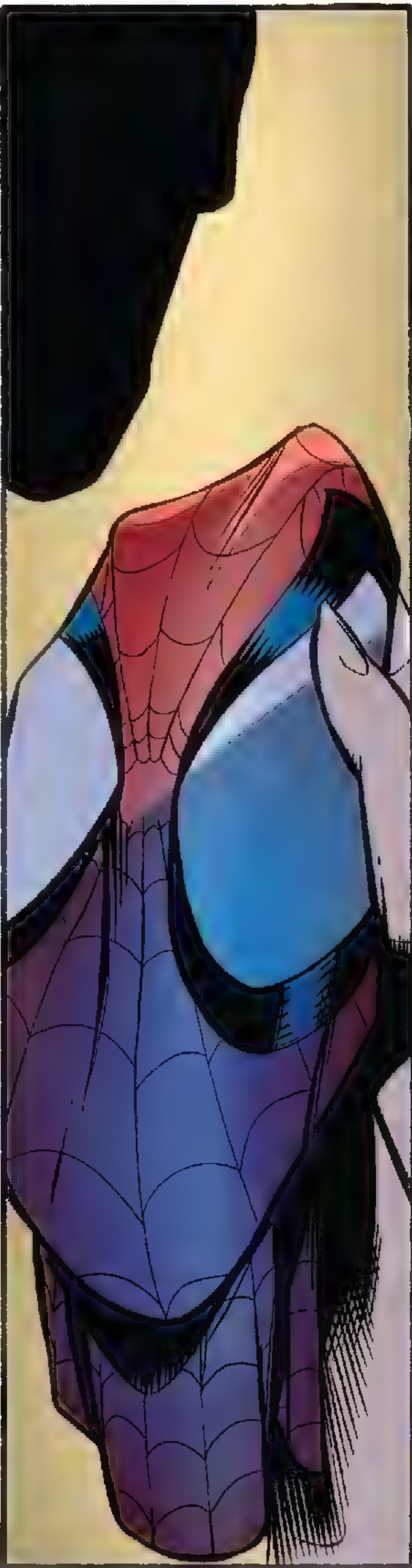
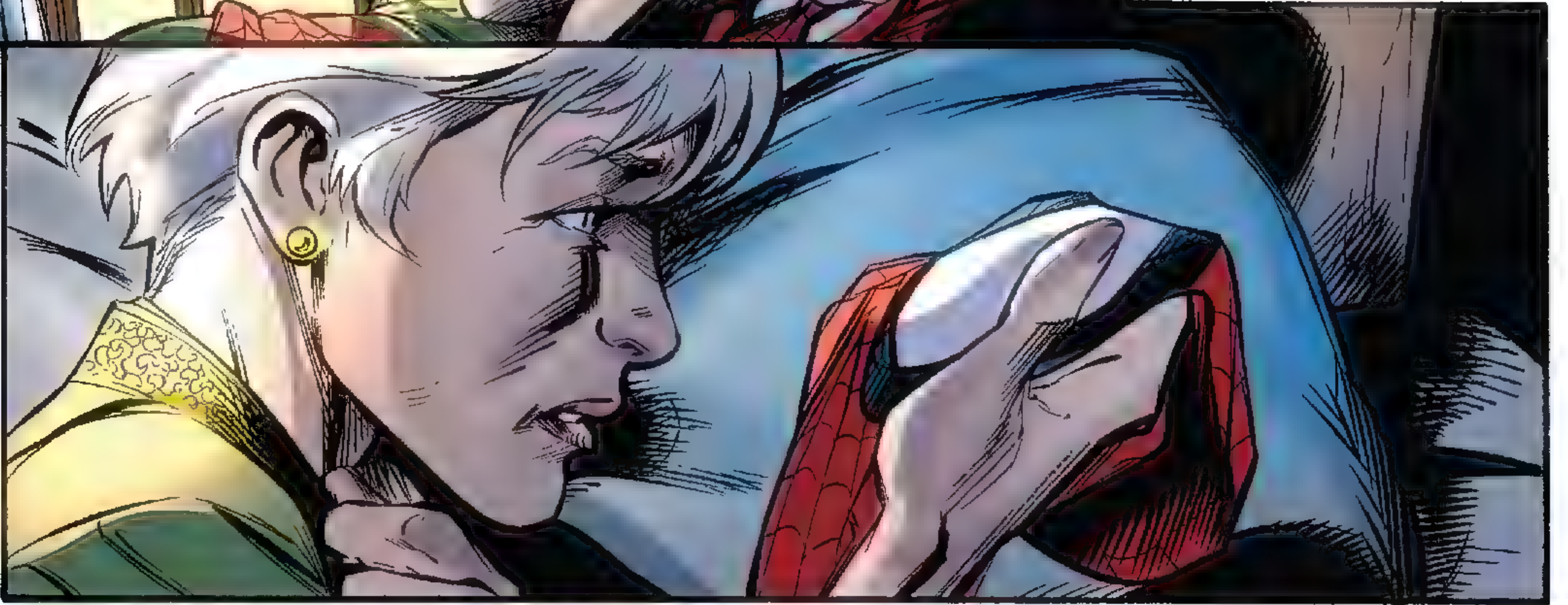
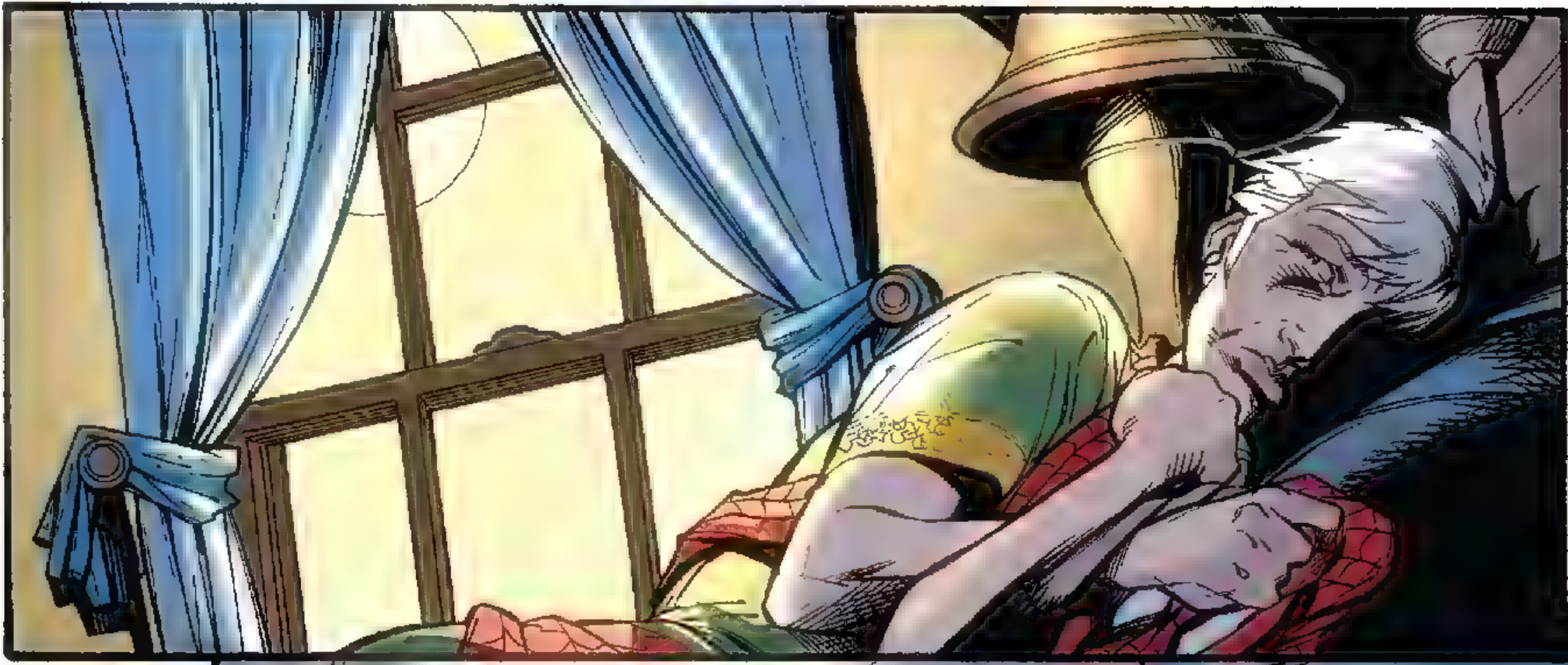
Letterer	Cover Art	Variant Cover	Assistant Editor
VC's Cory Petit	Bryan Hitch, Paul Neary & Paul Mounts	Marko Djurdjevic	Sana Amanat

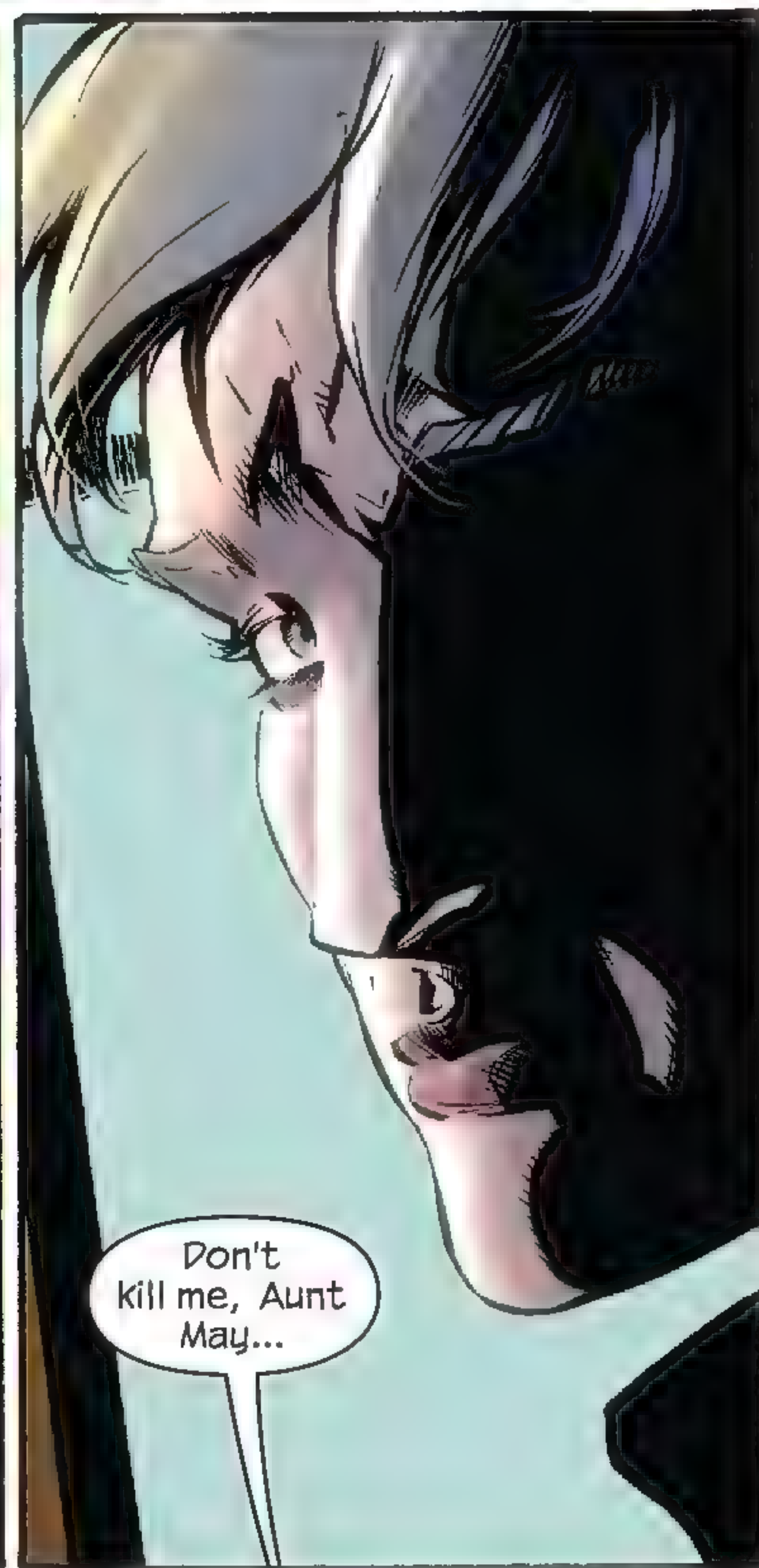
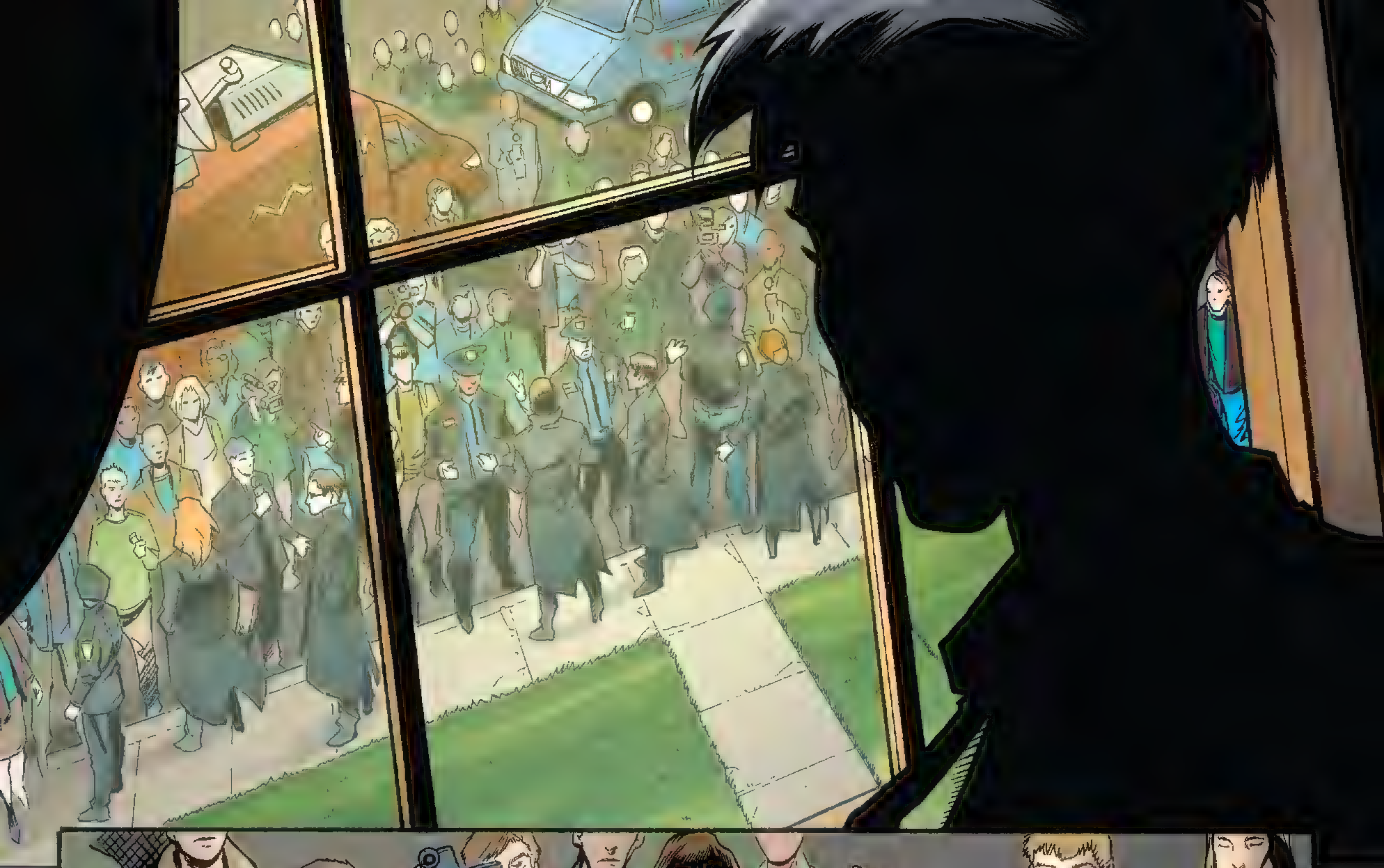
Senior Editor	Editor in Chief	Chief Creative Officer	Publisher	Executive Producer
Mark Paniccia	Axel Alonso	Joe Quesada	Dan Buckley	Alan Fine

Thanks to Joe Sabino

Peter Parker's Bedroom.









What did you do, Gwen?

It's the new me.

Do I have to ask why?



Because our pictures are in every single newspaper on the planet Earth.

And have I mentioned how I never ever ever ever wanted that to happen.

I didn't even want my picture in the yearbook.

I should do it, too. Change my look...

You should go pink.

I should shave my head.

You can do whatever you want.



It's not like we're ever going to be able to leave the house again.

Have you looked outside?

They are going through our trash!

It's been a week.



I can't even go online. Every website.

I keep praying to baby Jesus that some celebrity or super hero releases a sex tape or something.

Wouldn't that be nice.

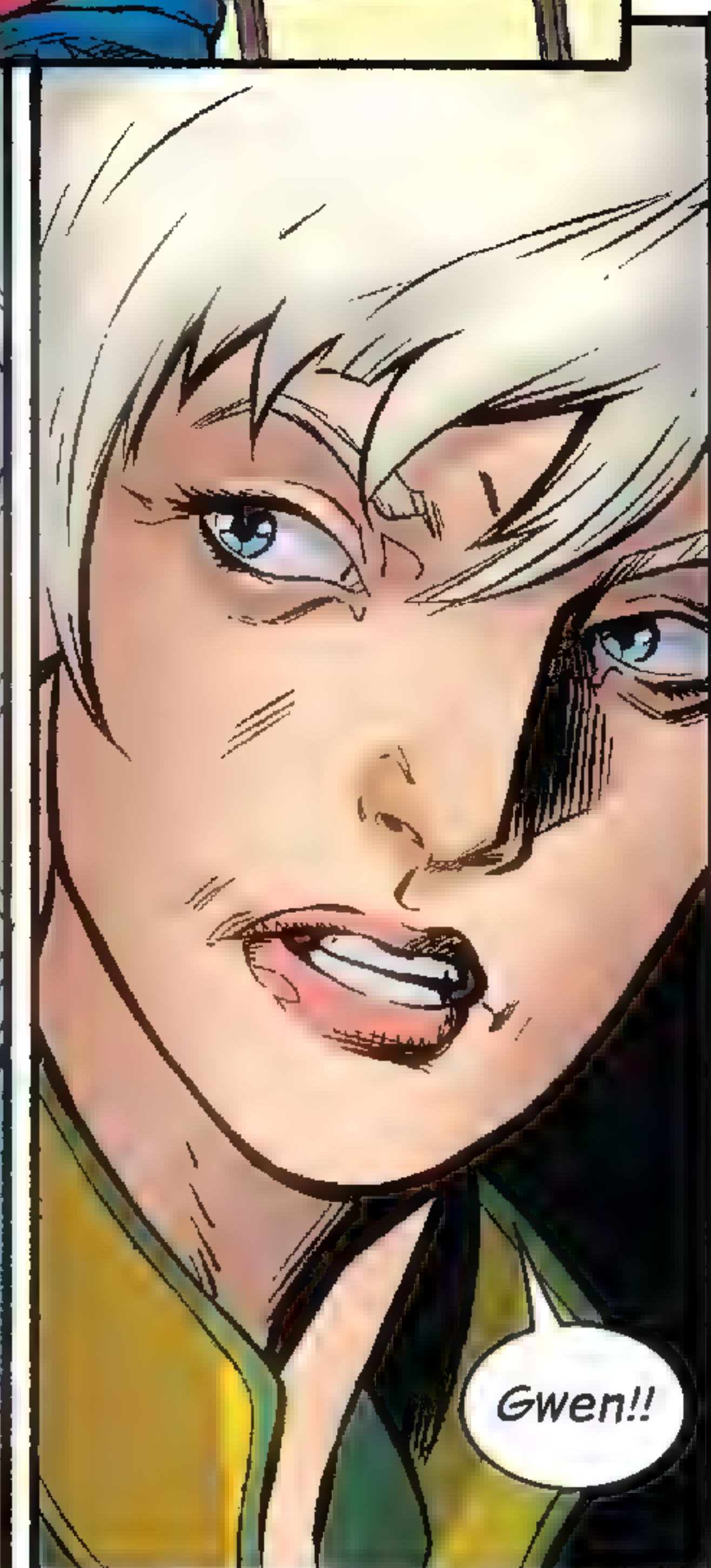


Knock us off the front page.

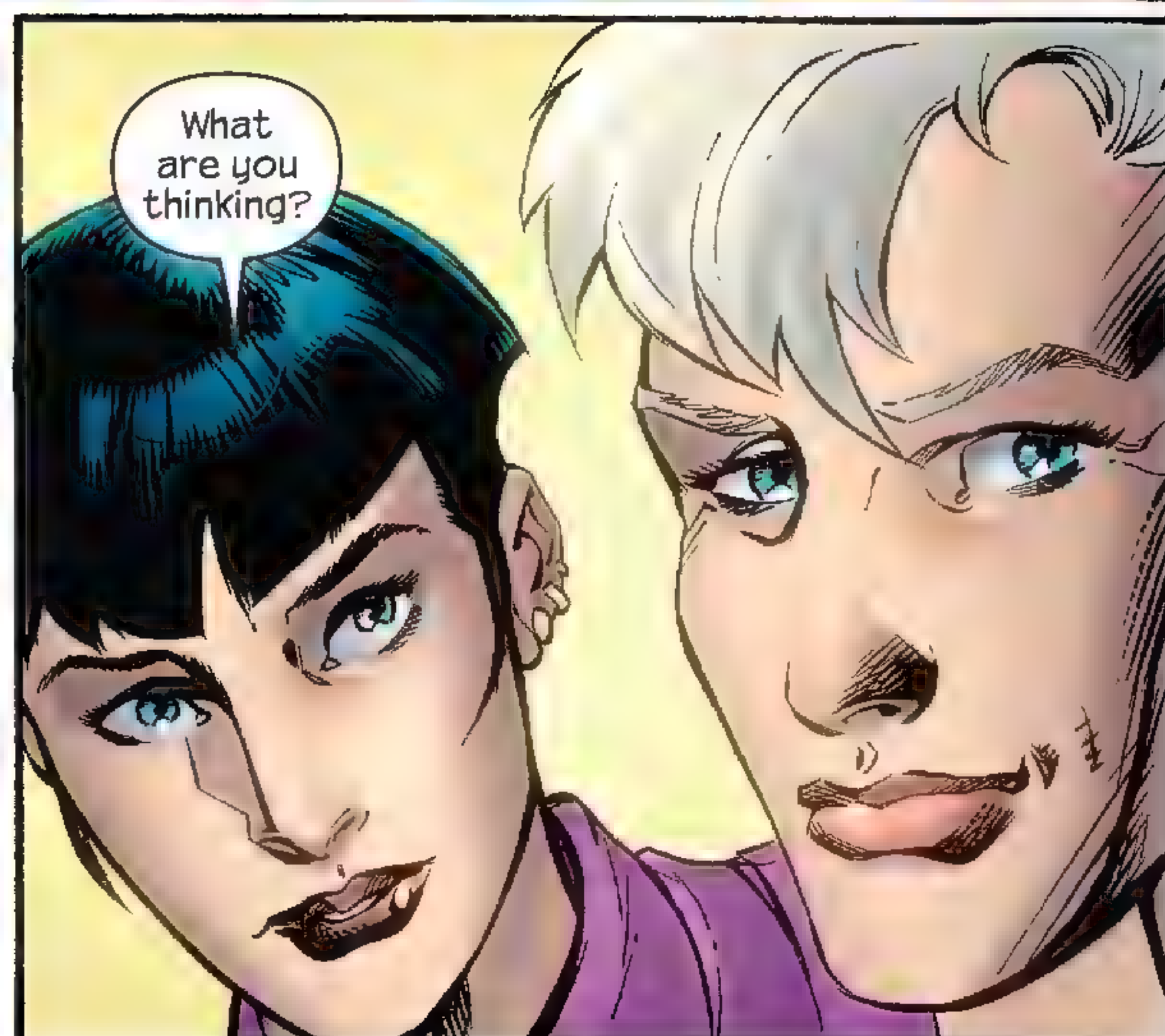
You think a teenage super hero was never outed and then died in front of his entire neighborhood be--

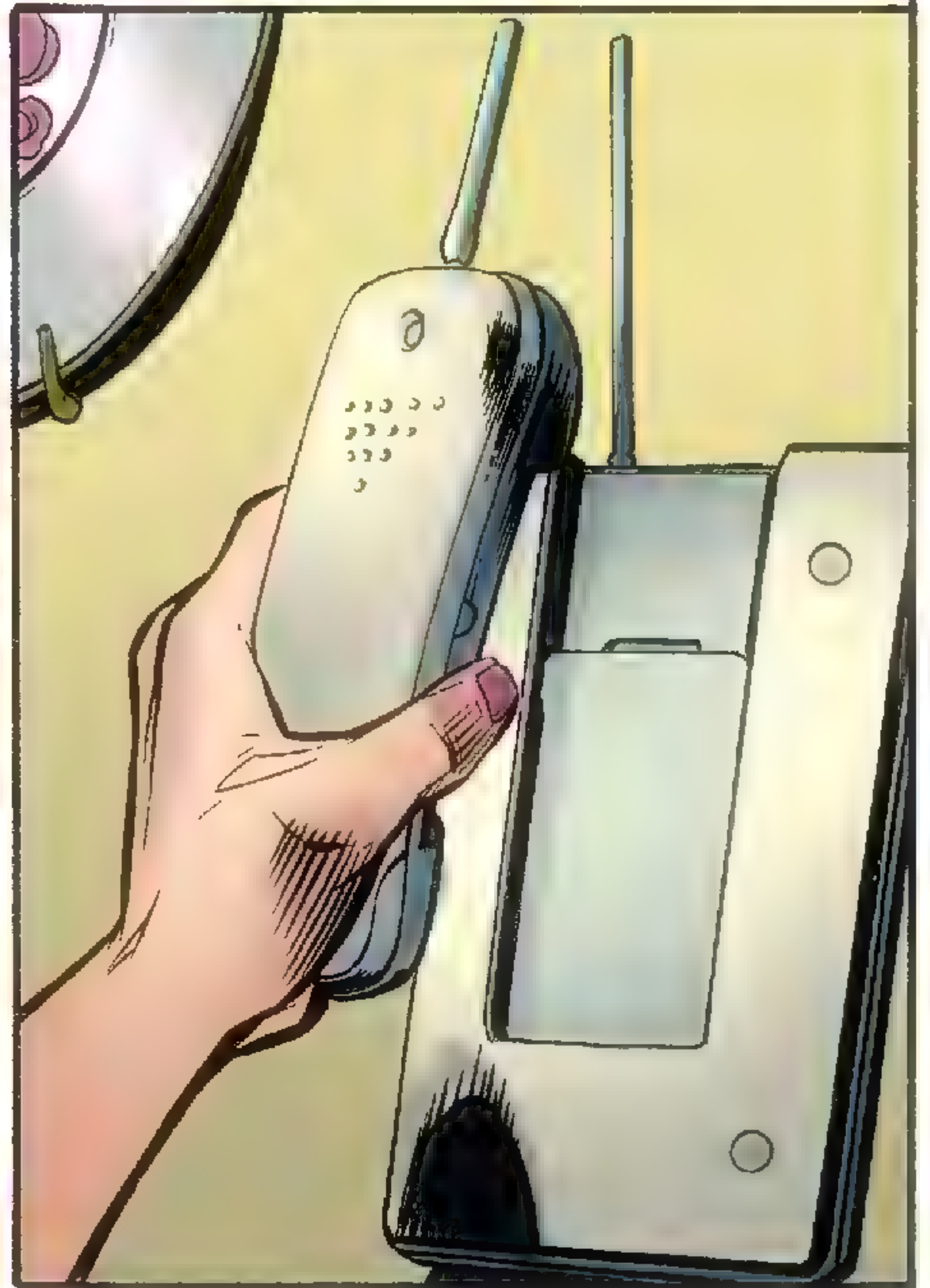
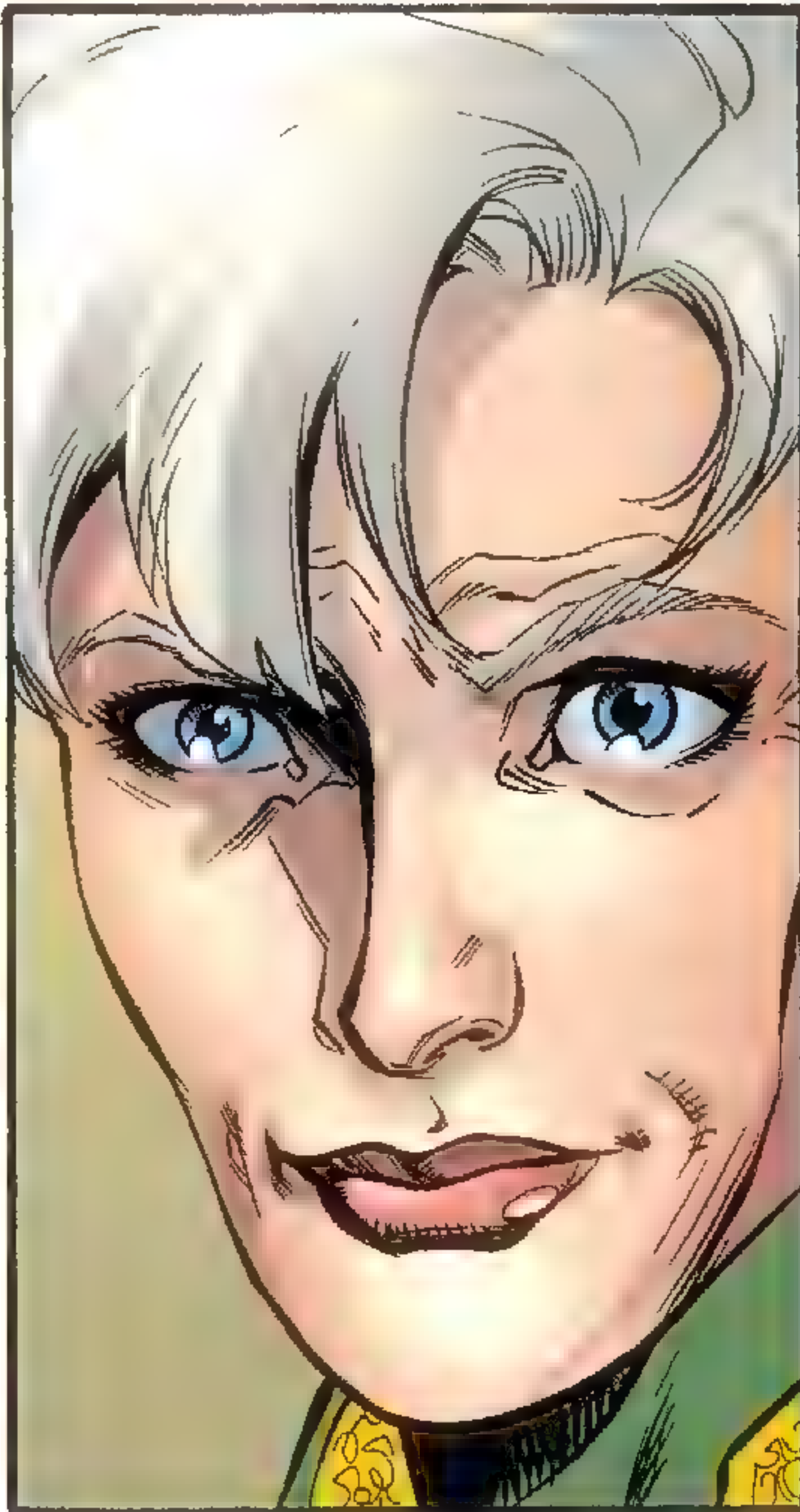
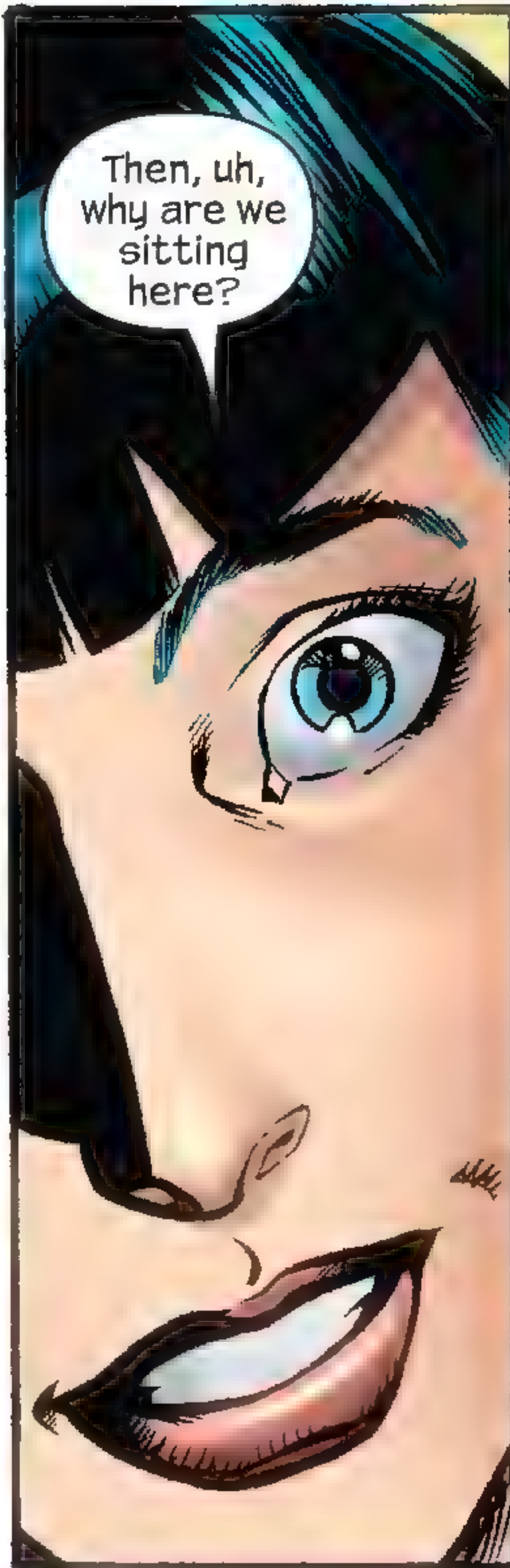
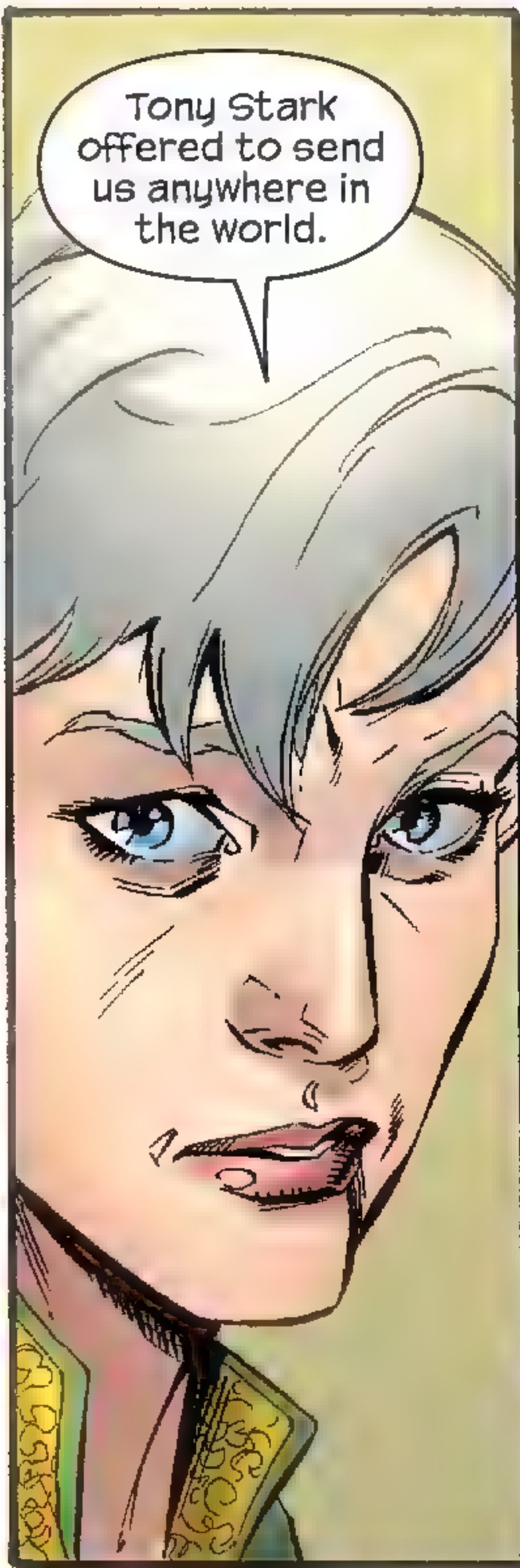
(I don't like jokes like this.)

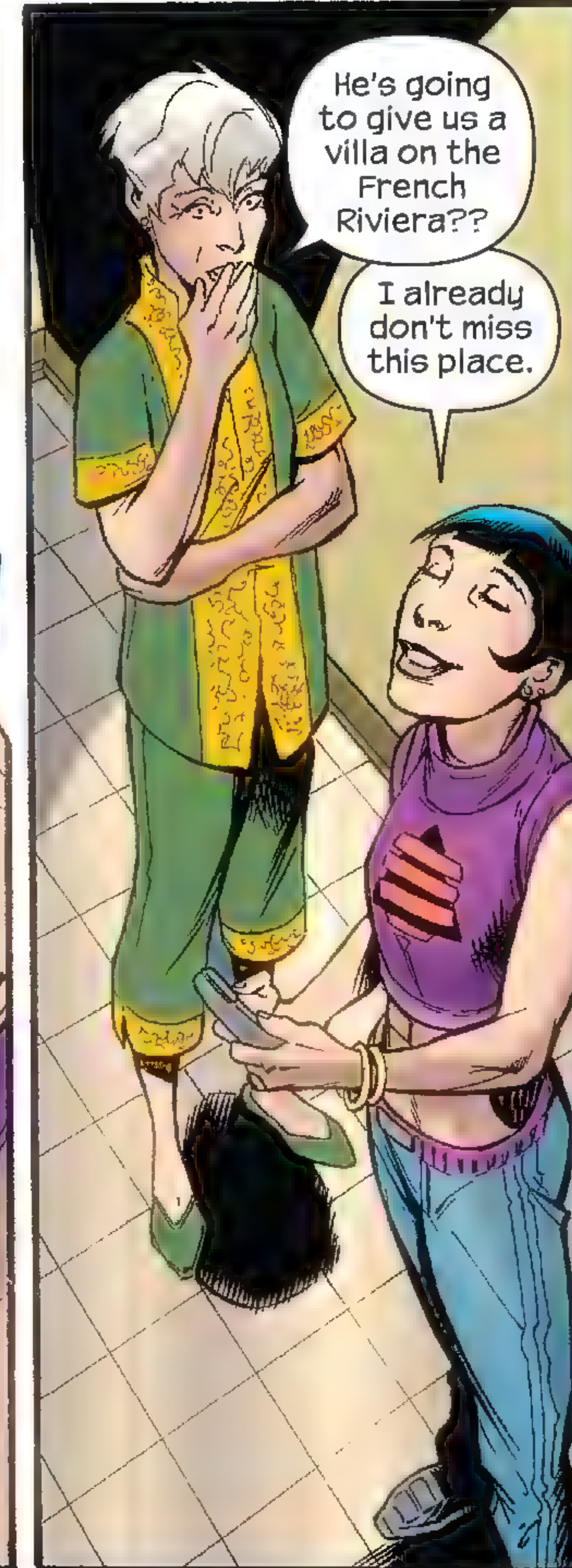
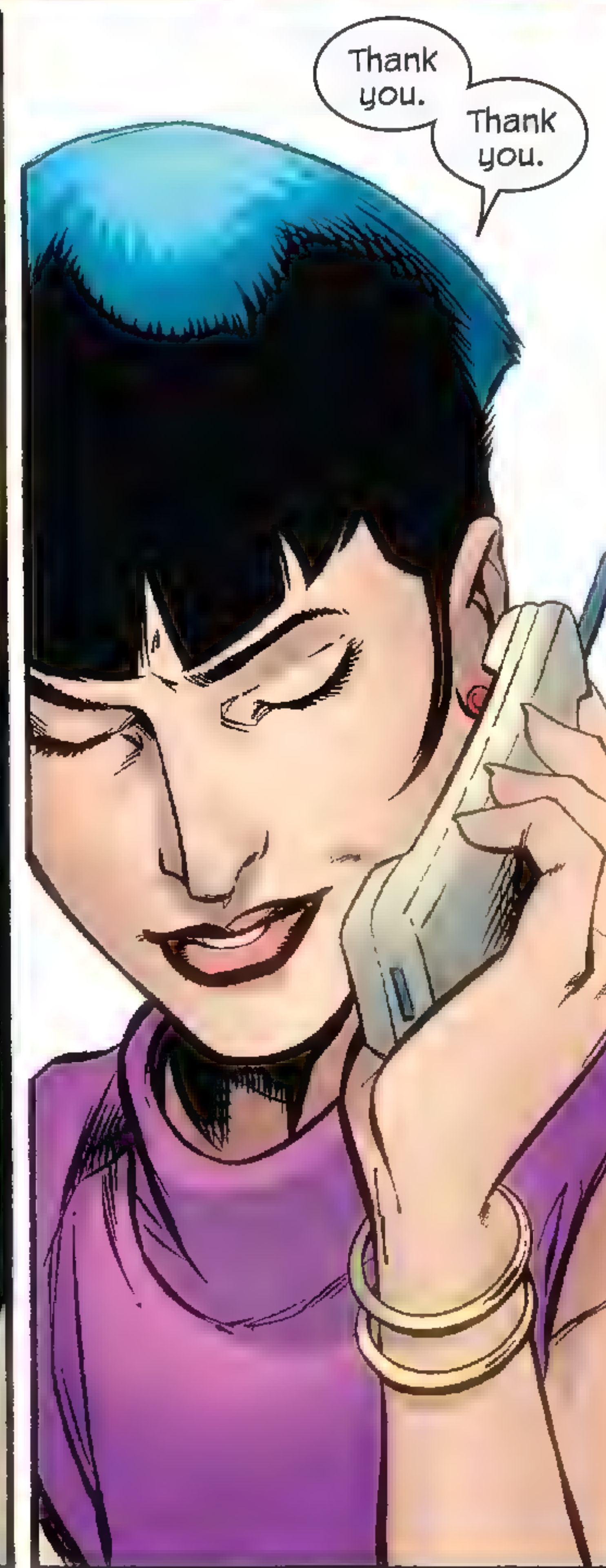
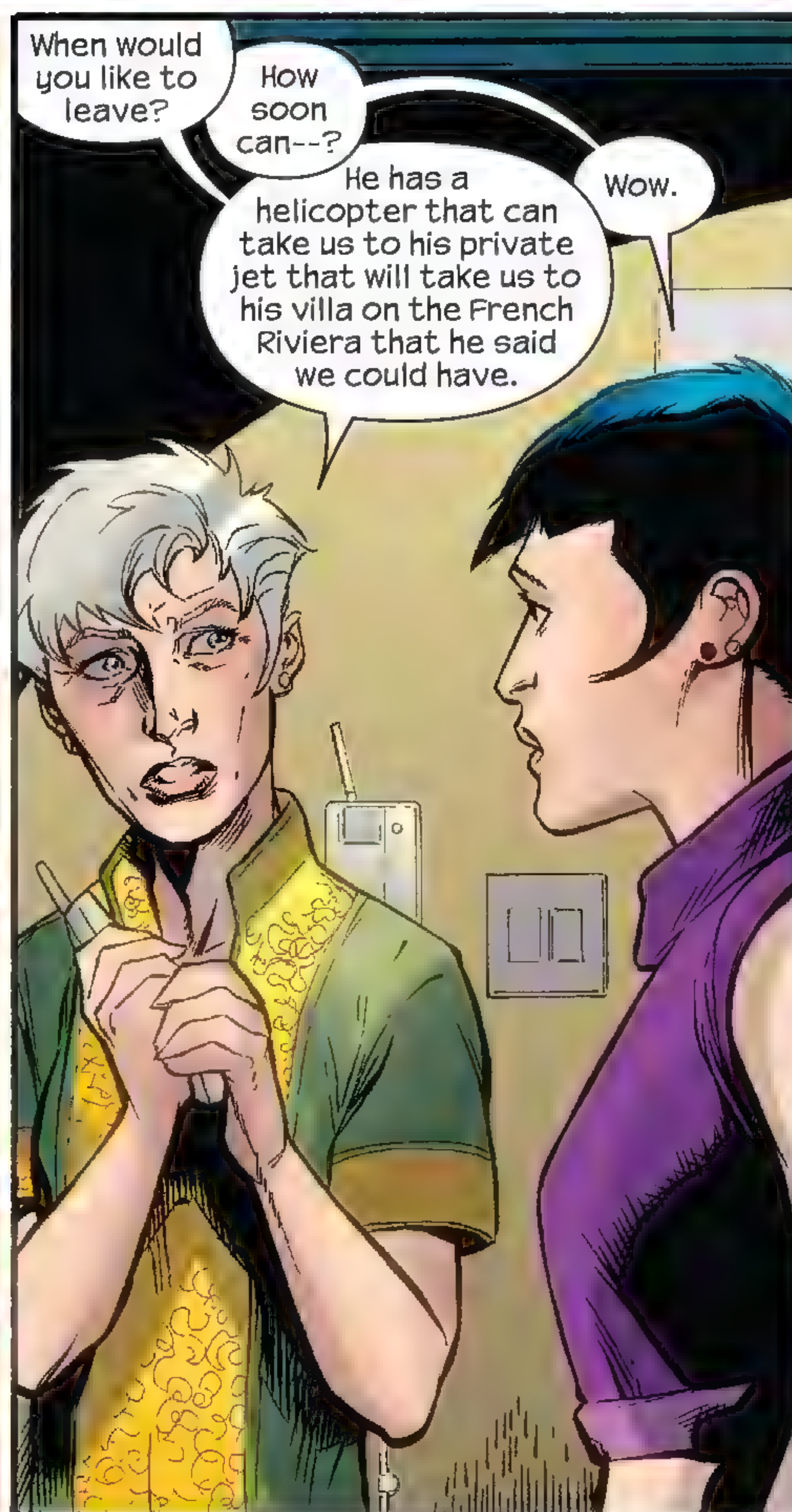
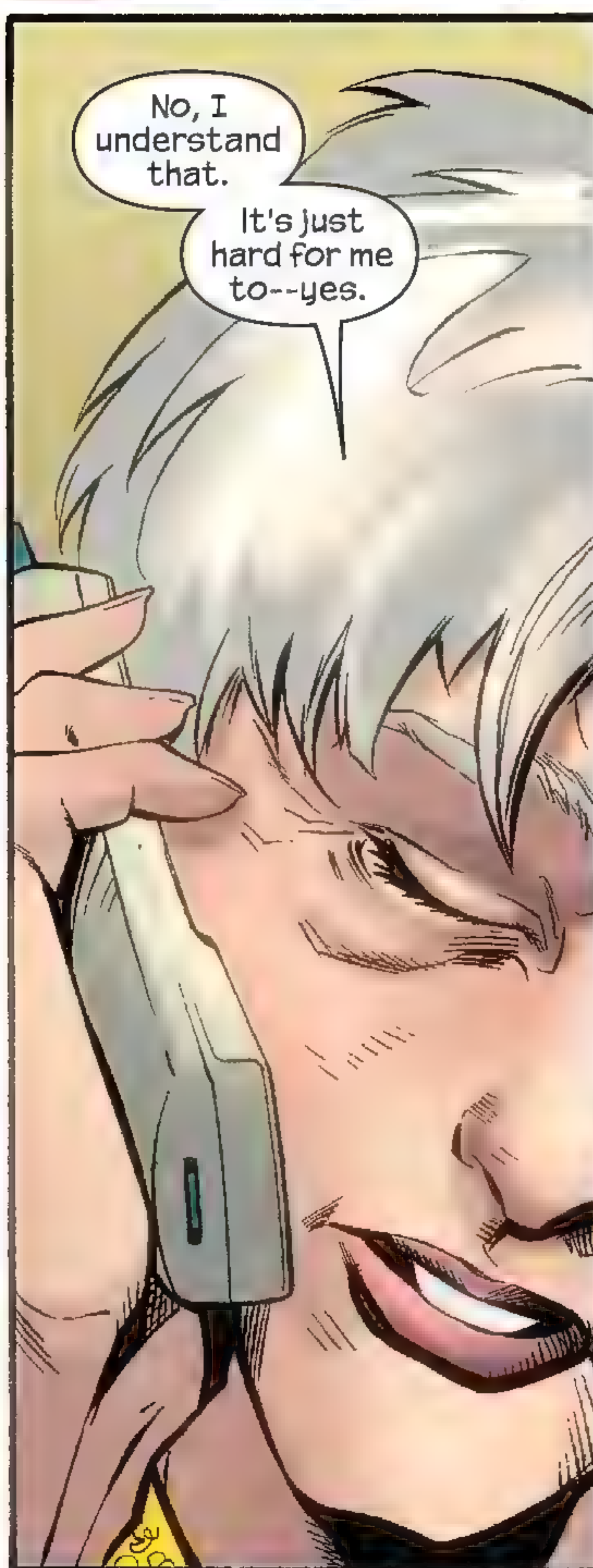
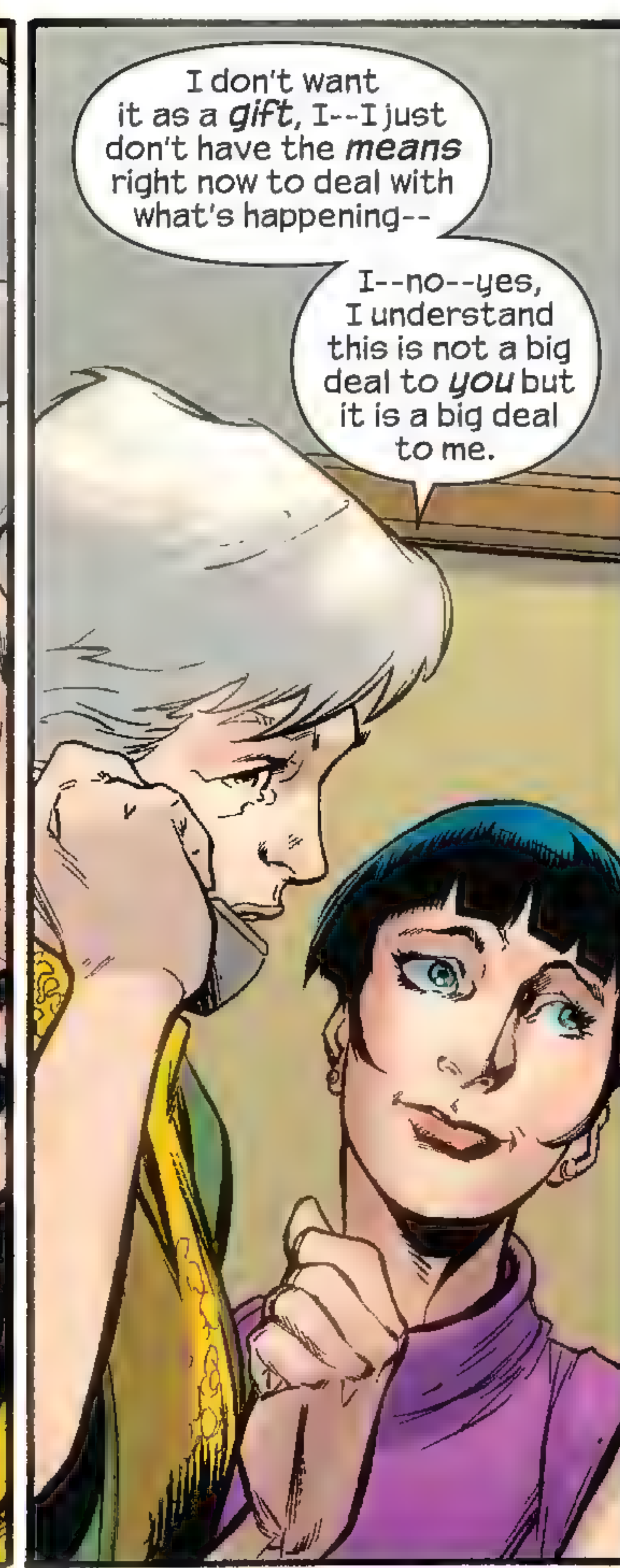
I mean, really, you think they'd never seen Captain America slapped in the face by an elderly wom--



Gwen!!







New York City Underground.

Straight ahead.

Okay, here's the thing--I *am* grateful.

I mean, I do need a place to crash. We both do. Can't be a burden on May and God knows I can't face my sister right now, but--

You could really just tell us where we're going, Kitty.

Bobby, Johnny, *come on*-- I told you, it's a surprise. Or a secret. Whatever. I don't wanna jinx it.

Fine. But you *do* need to tell us-- what is it with you and *sewers*?

Seriously. Were you raised by a talking ninja rat?

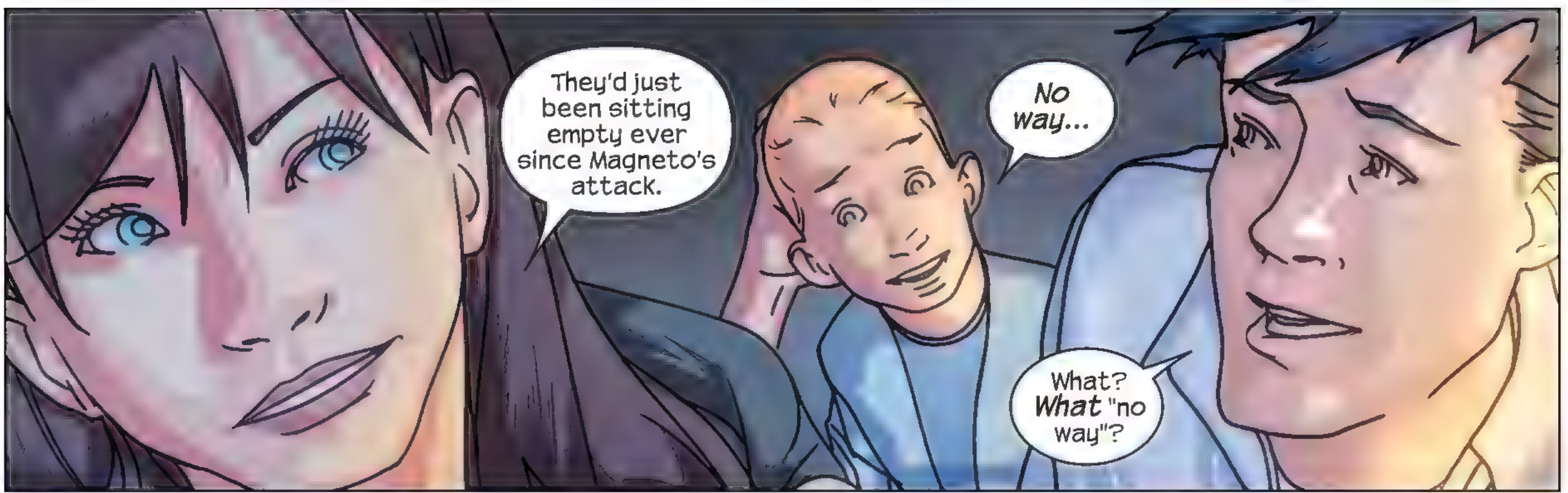
You guys are *sooo* impatient.

Just saying, I am not going to live in a sewer. I still have standards.

We're not going to live in a sewer, all right? Well--*not really*.

But I was so ticked at myself for not thinking of this sooner, when I was down here a few weeks ago, and I realized--

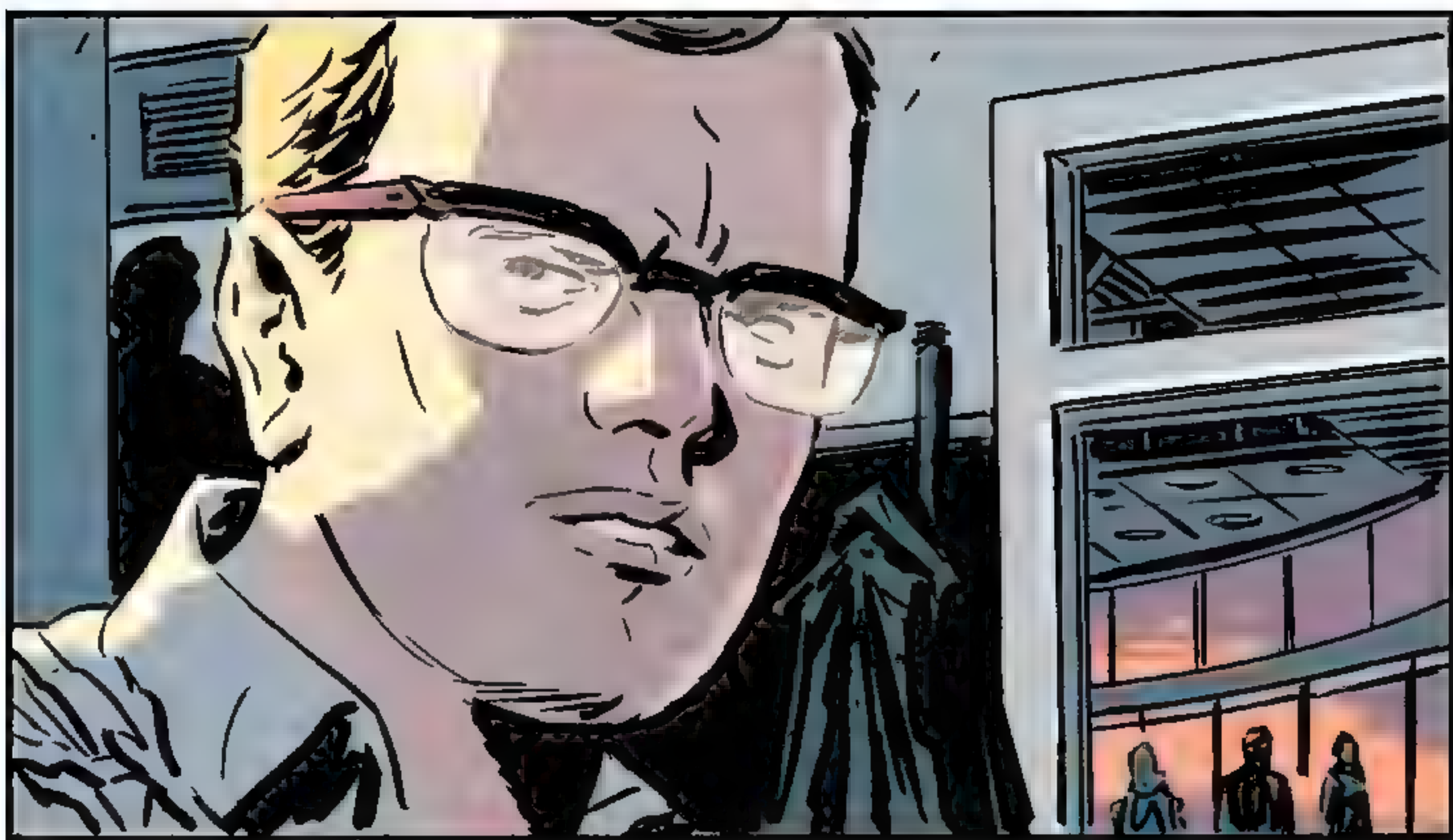
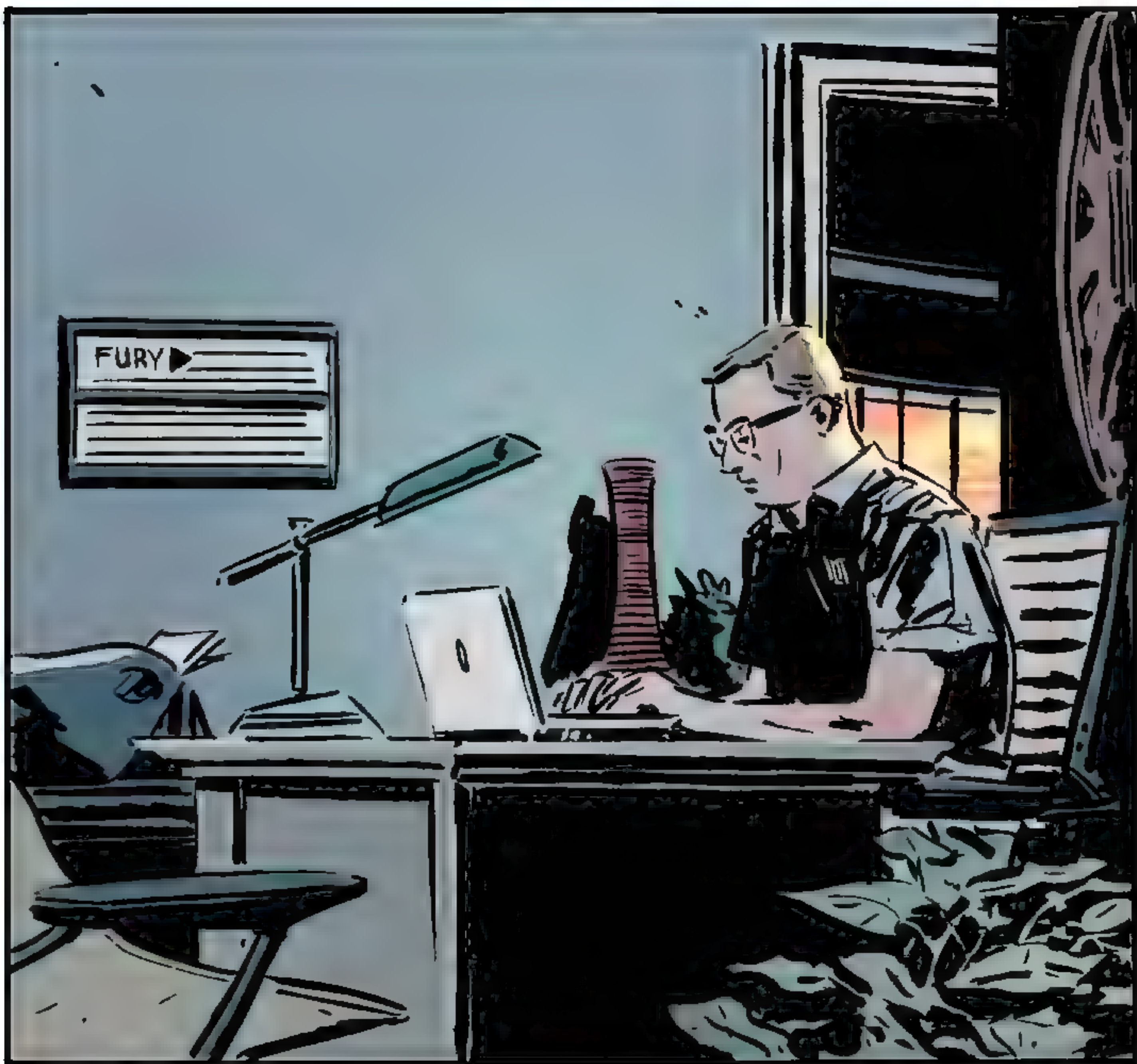
Whoa, wait a second--

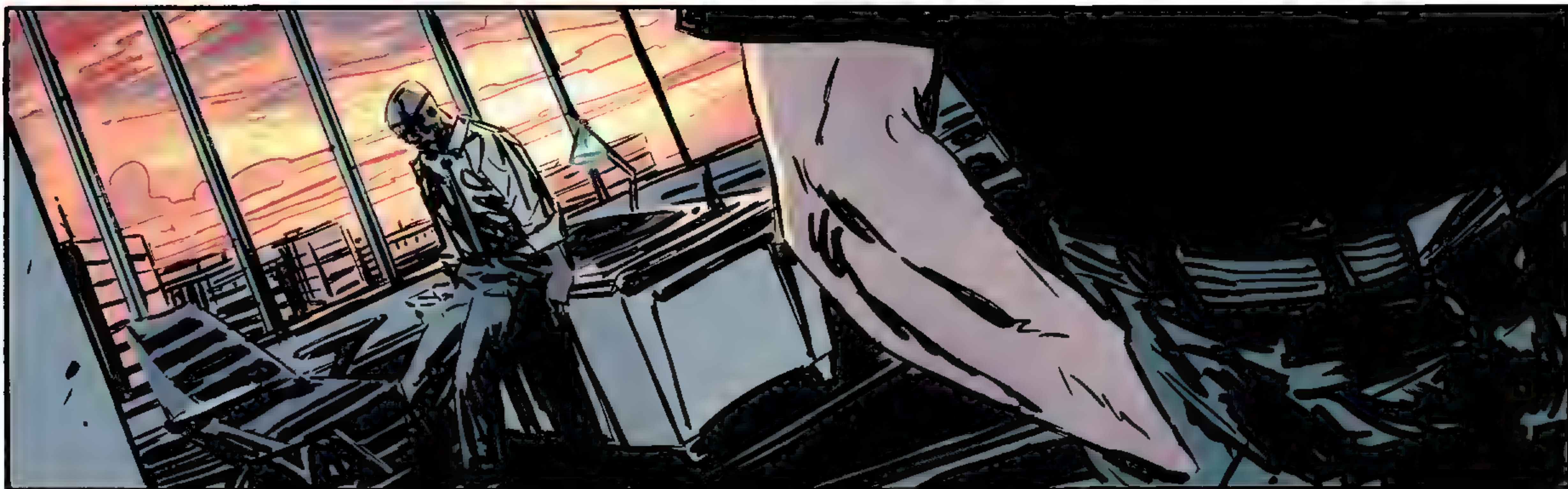




The
Morlock
Tunnels--

--We're
home.







Anything else, sir?

Call ahead and tell them I'm coming down--have a car ready...



I'm going into the city and will be out of touch for a bit.

There's something I need to take care of.



General Fury...forgive me, but you seem...I don't even know what to call it.

Has something happened, sir?



If you ever wanted to know what would happen if America lost its favorite son, you're about to find out...



**Forest Hills,
Queens.**

LA TIMES
12/15/66 11:14:11
12/15/66 11:14:11

FOX NEWS

CNN
415 PEACHTREE RD.
ATLANTA GA. 30002

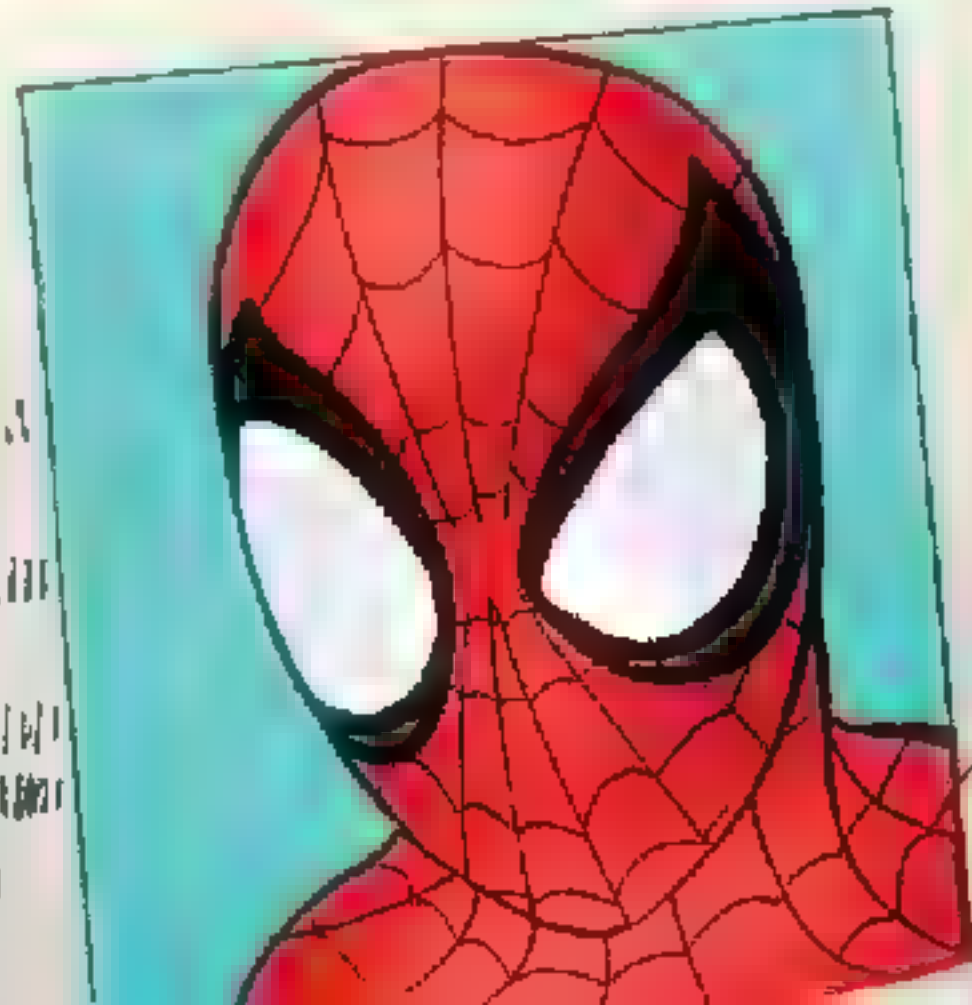
DAILY BUGLE
616 W. 57TH STREET
NEW YORK NY

HOW THE WORLD SPIDER-M

by MARY JANE W

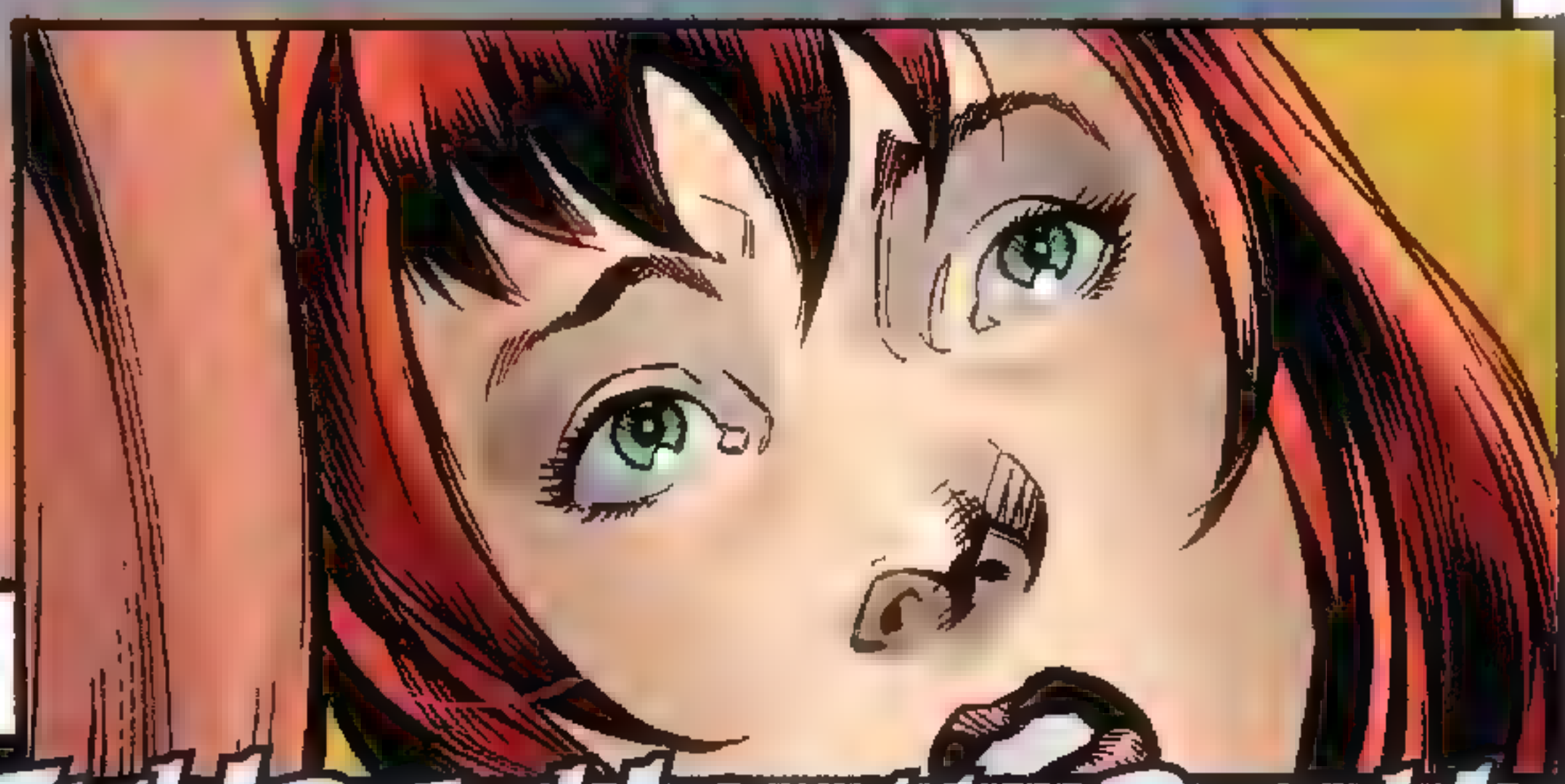
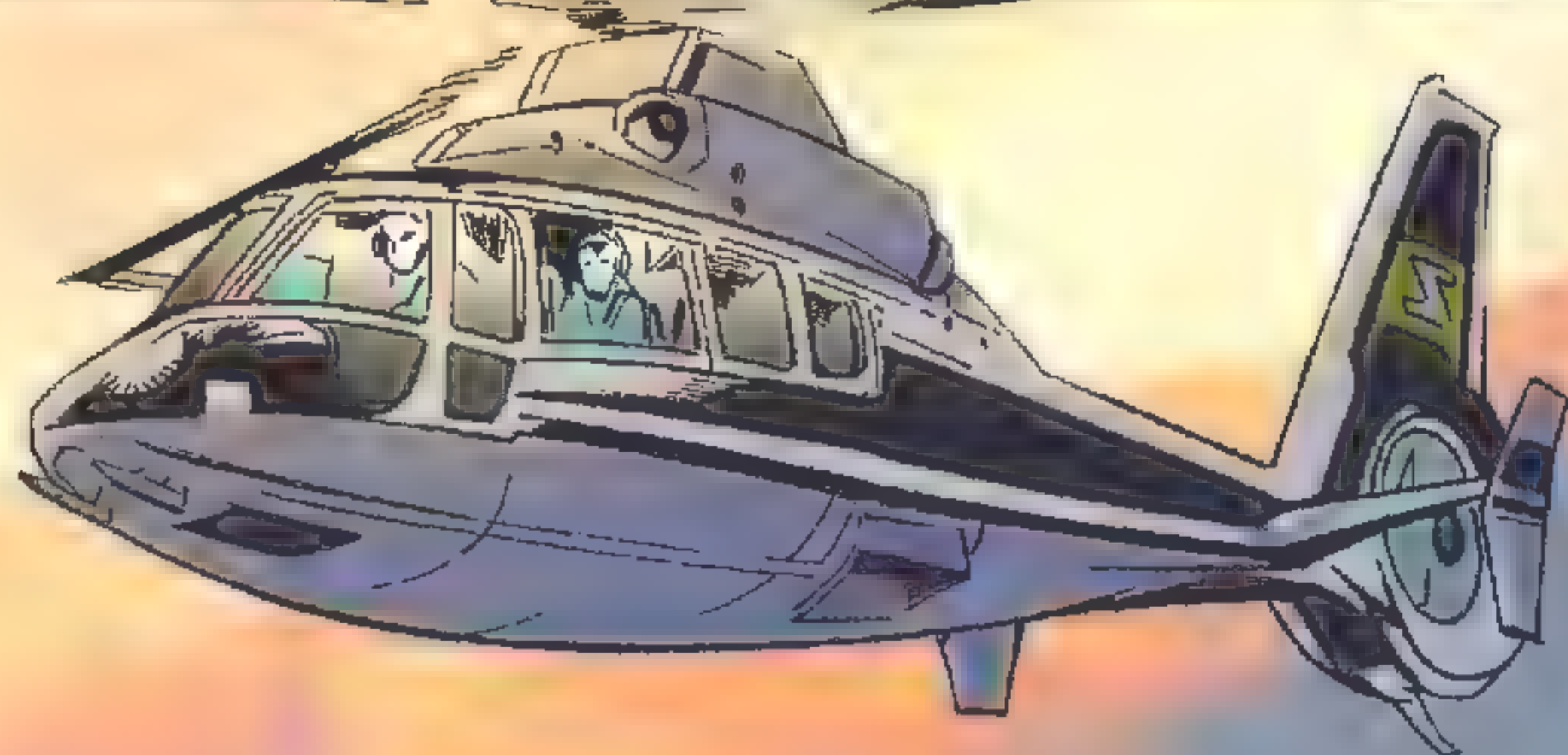
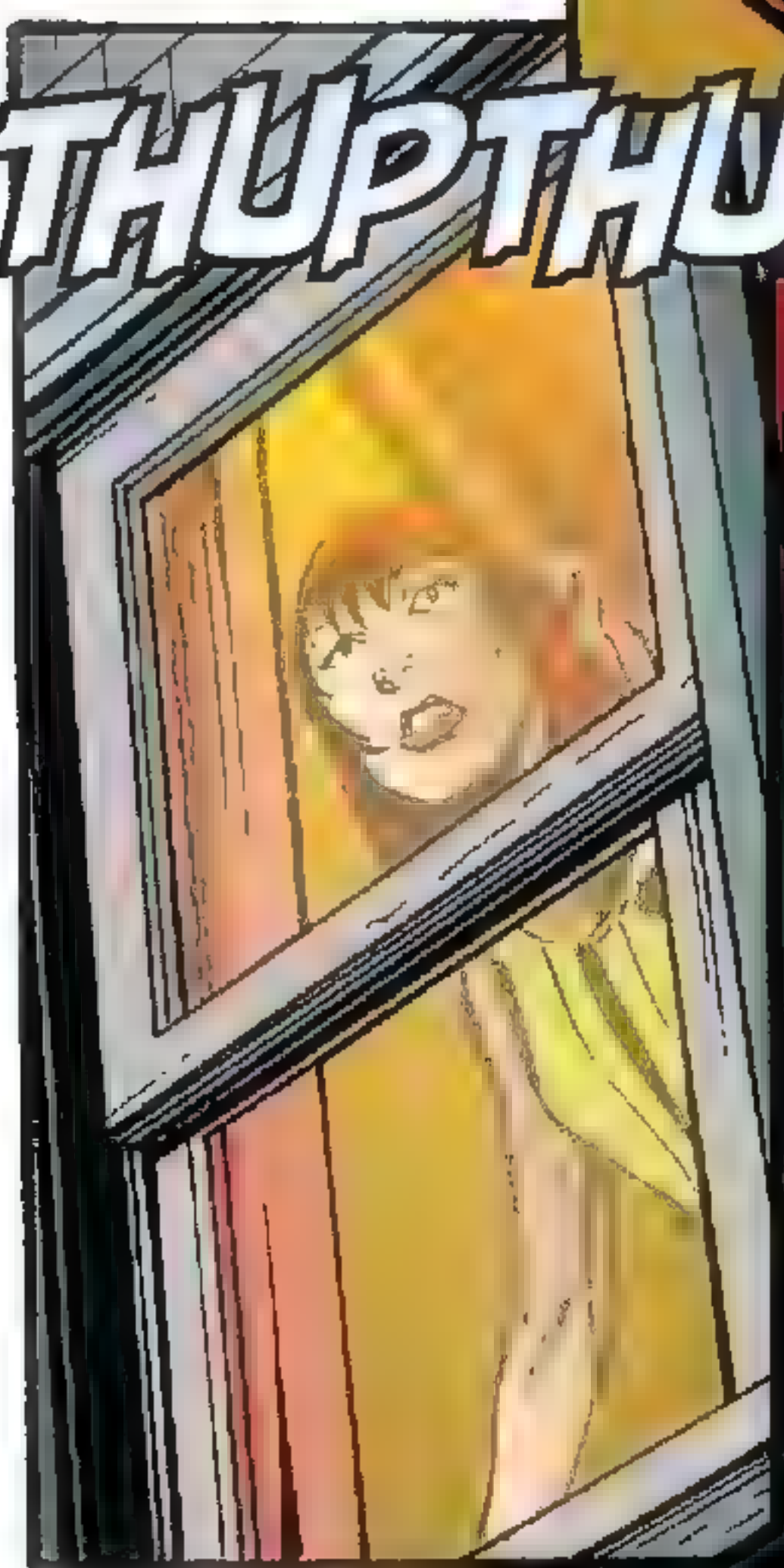
THE WORLD KILLED
IDER-MAN
MARY JANE WATSON

SPIDEY IS A MENACE!

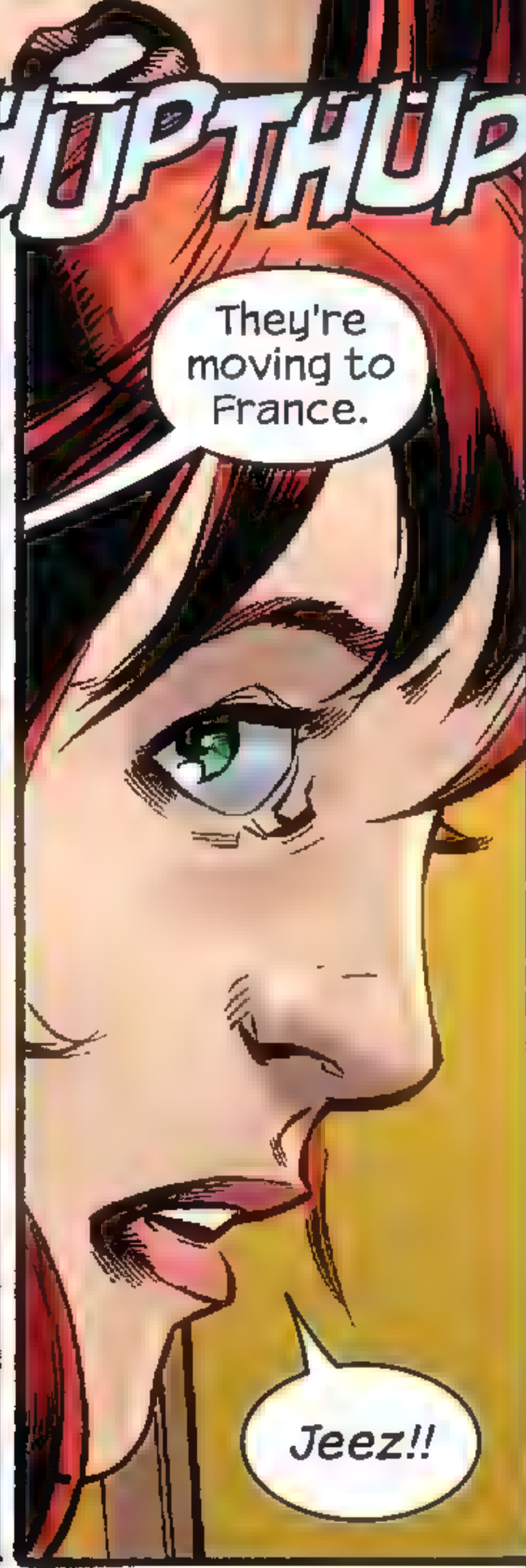
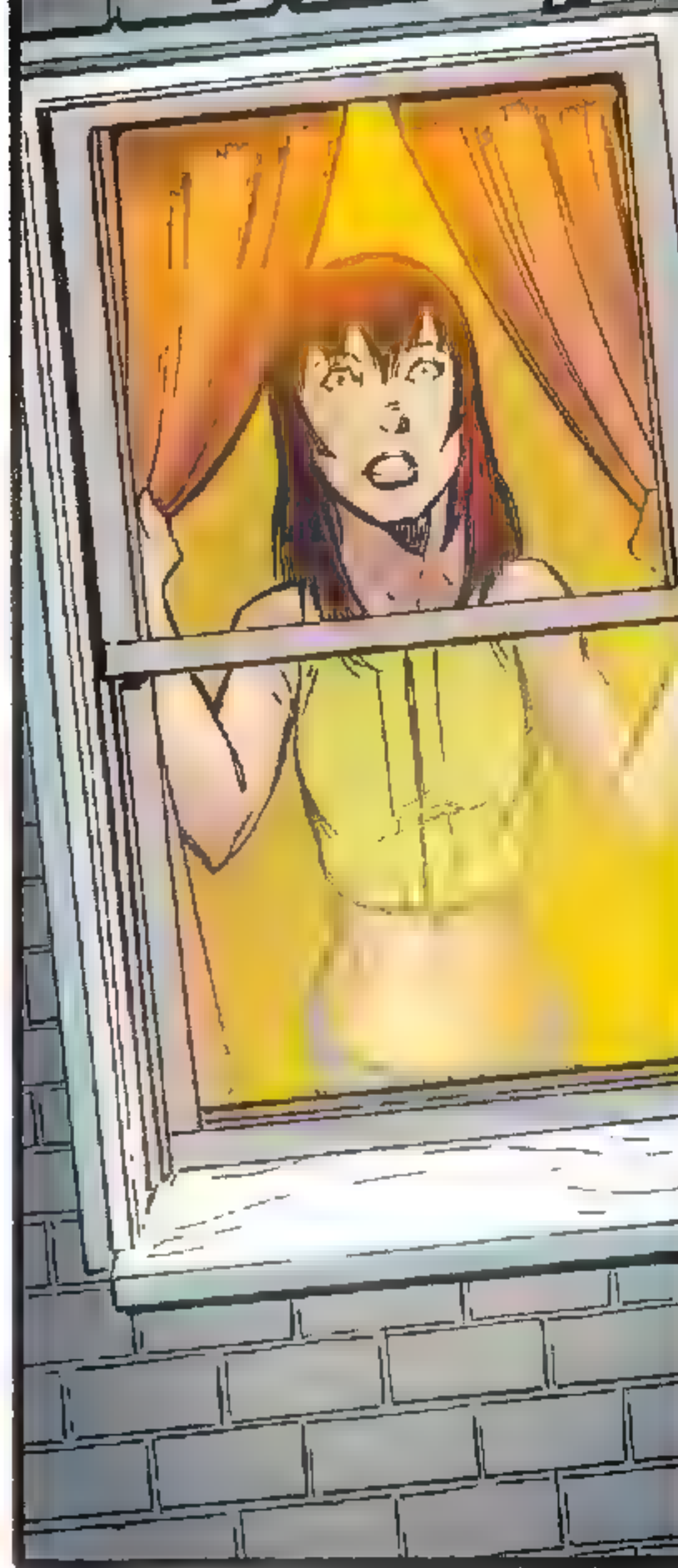
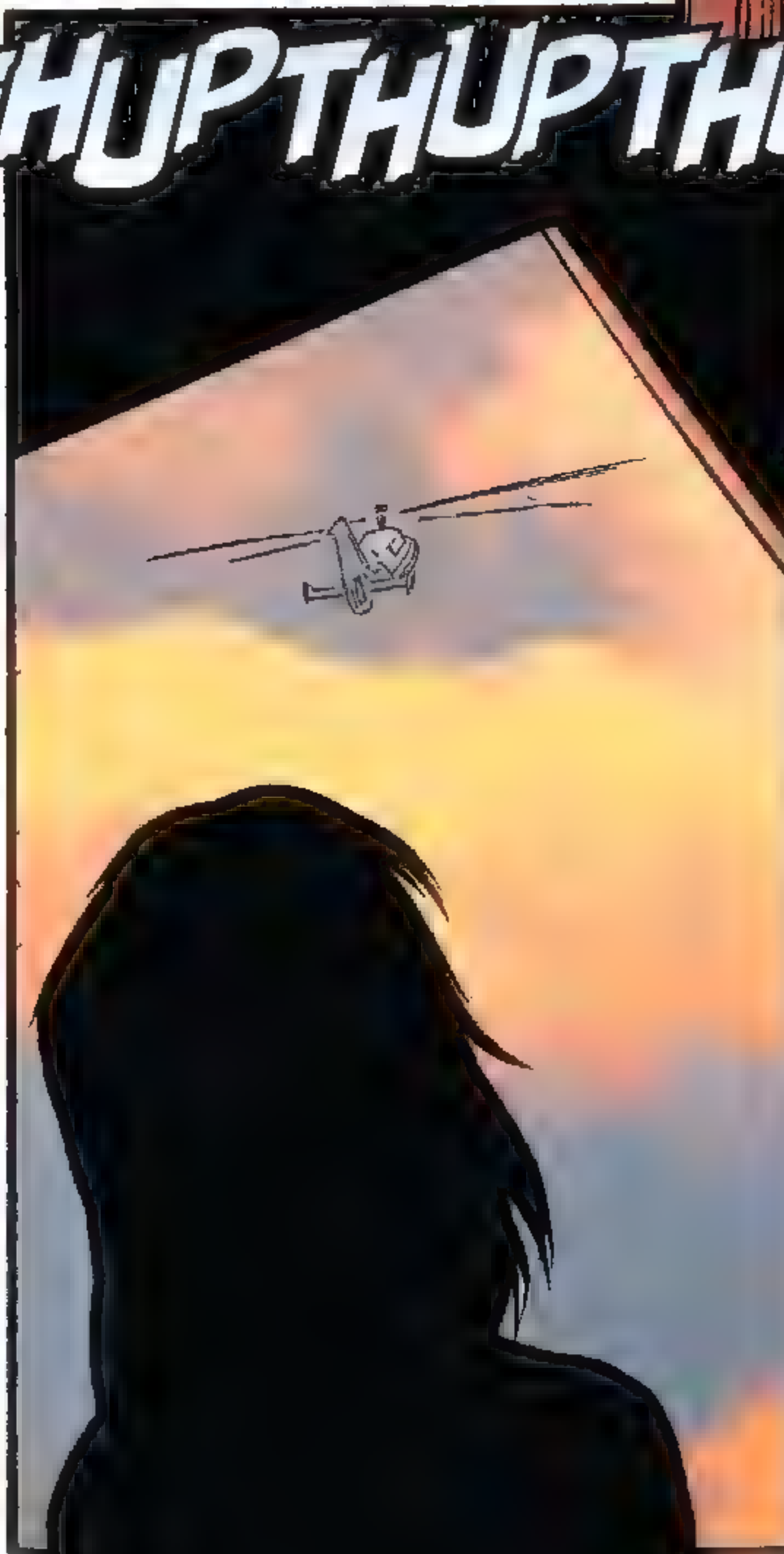
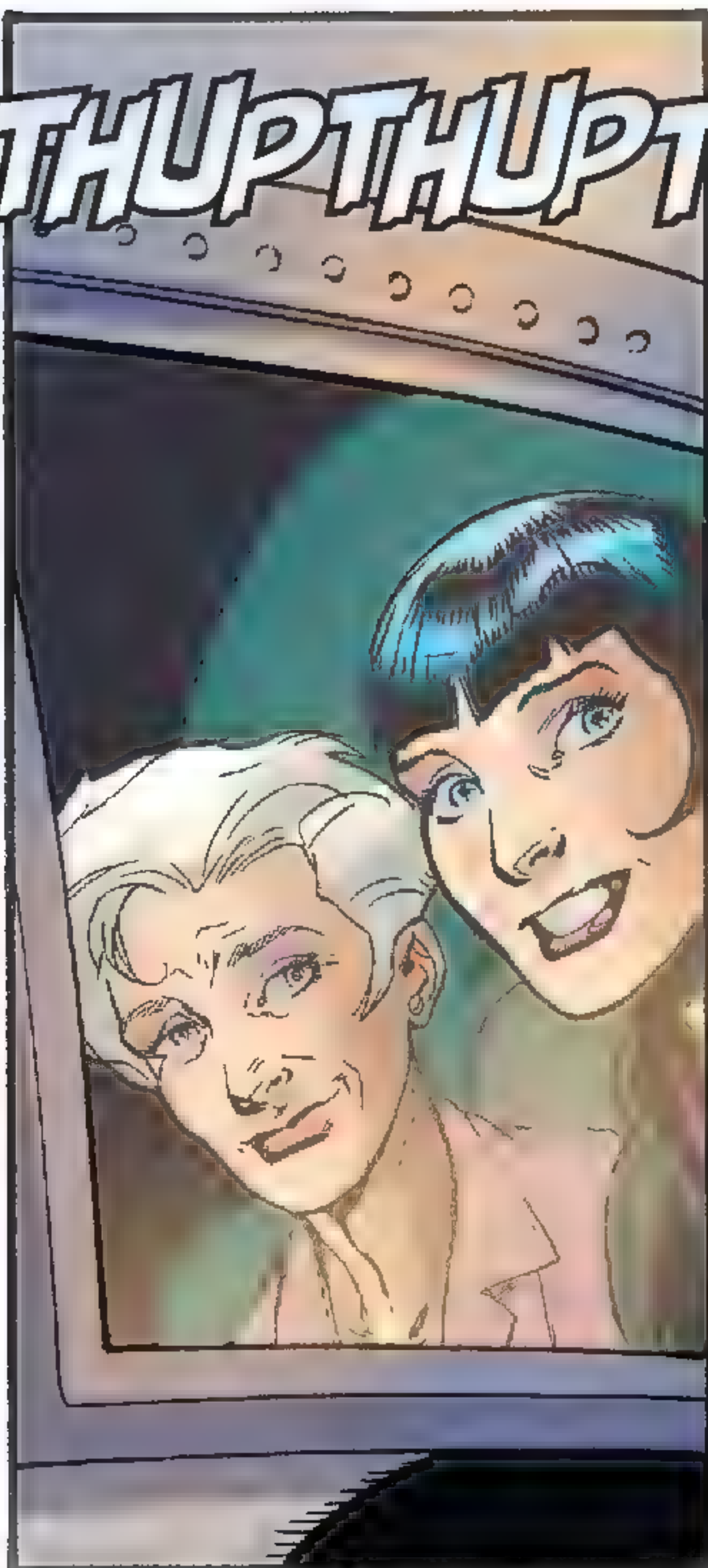


THUP THUP THUP THUP THUP THUP

THUP THUP THUP THUP THUP THUP THUP THUP

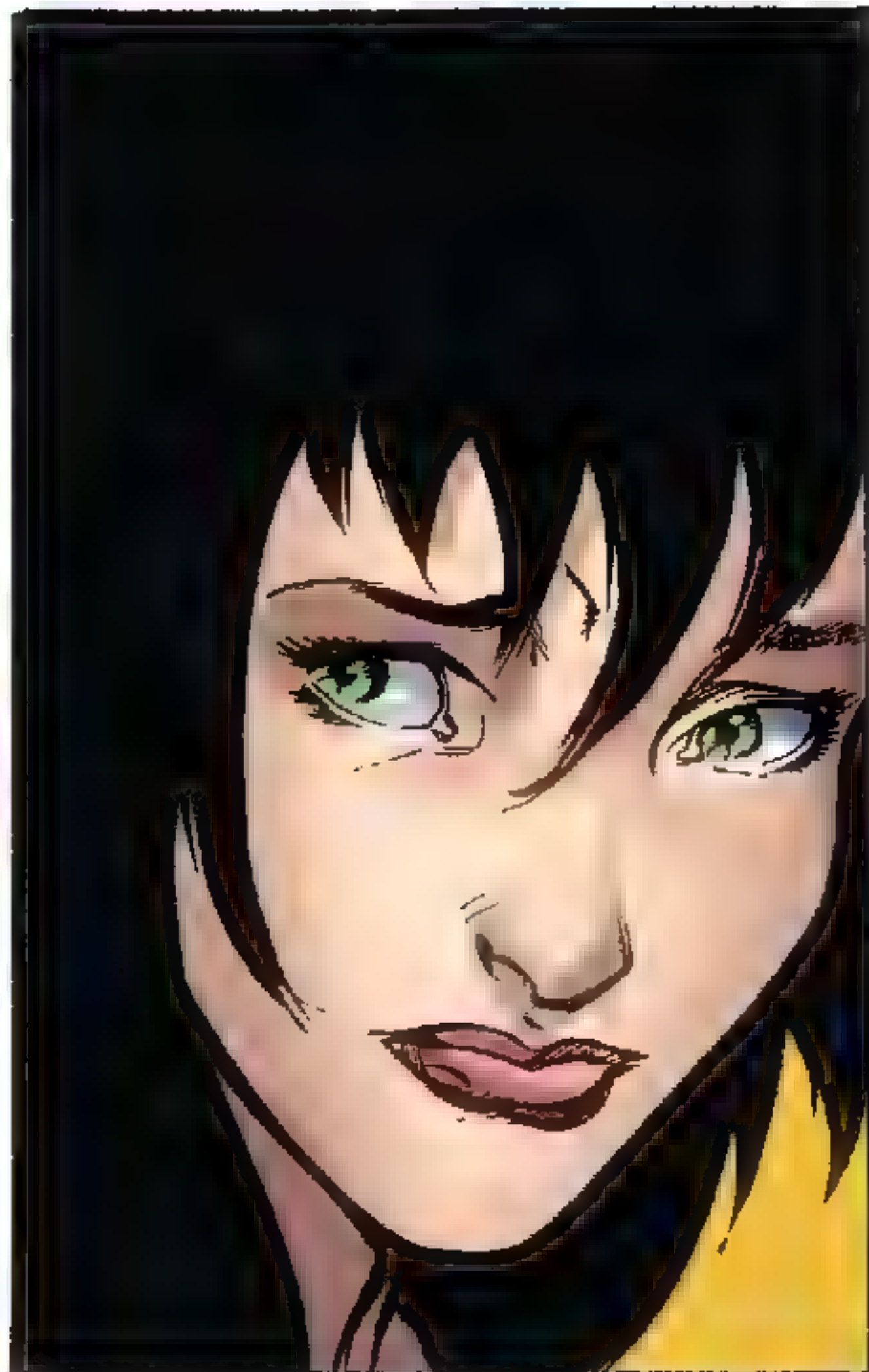
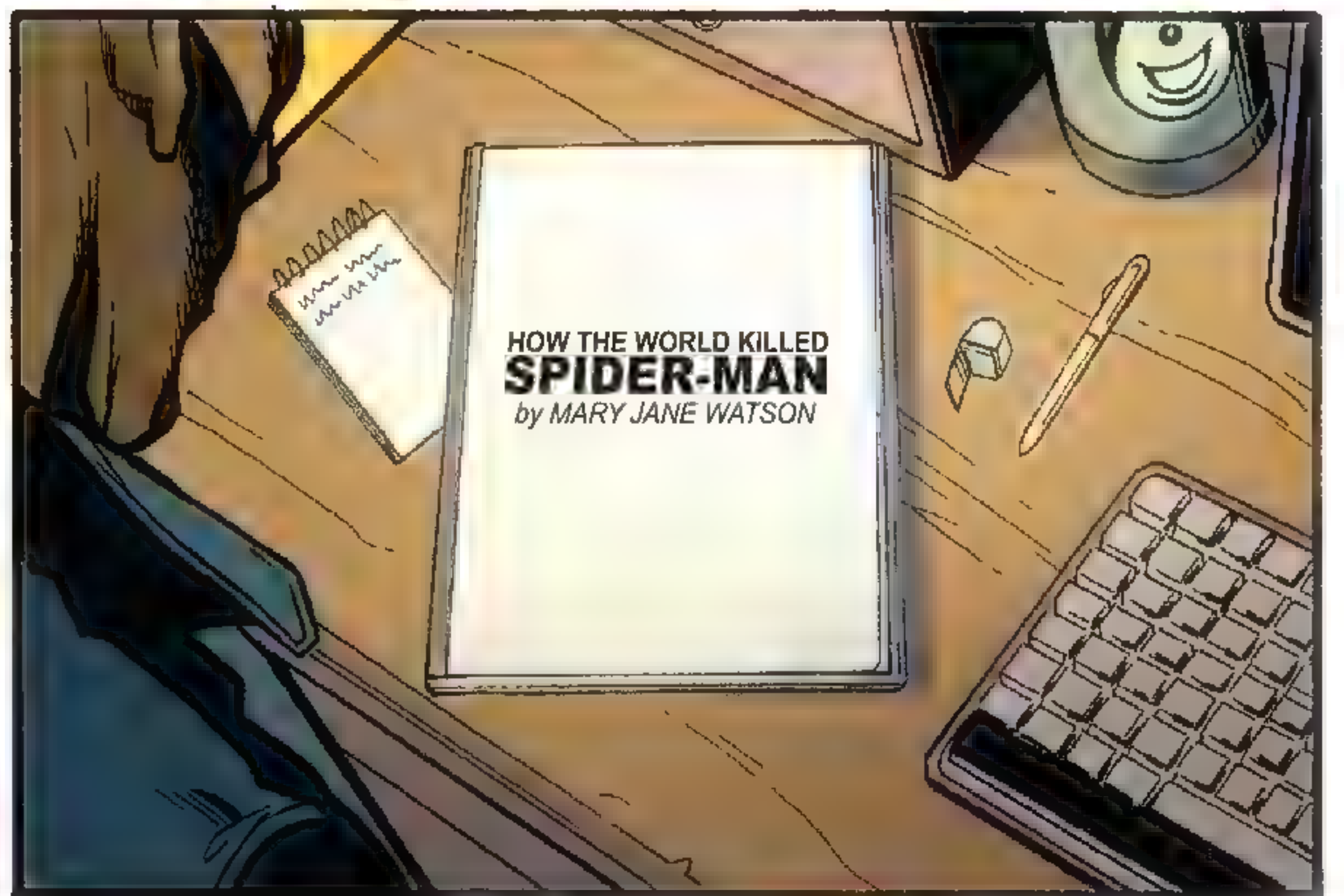


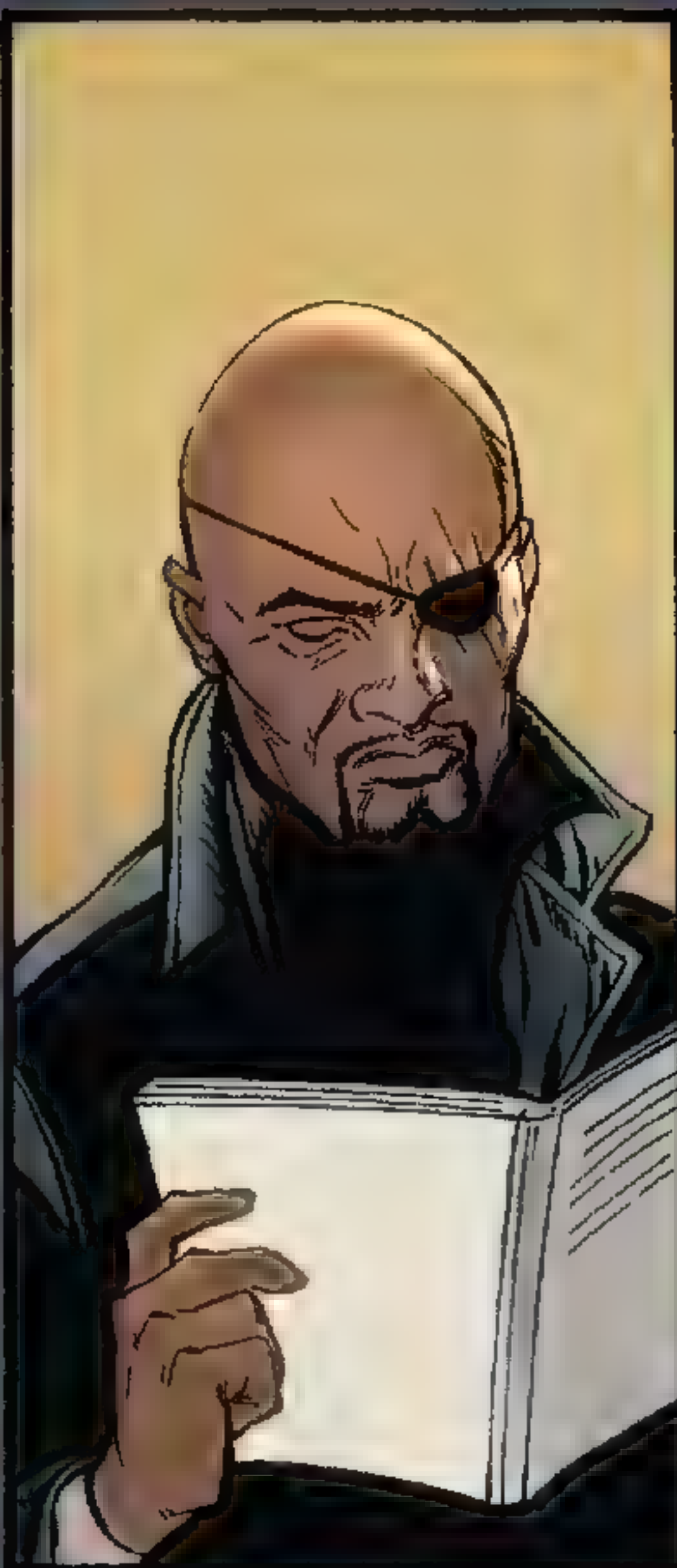
THUP THUP THUP THUP THUP THUP THUP THUP



They're moving to France.

Jeez!!

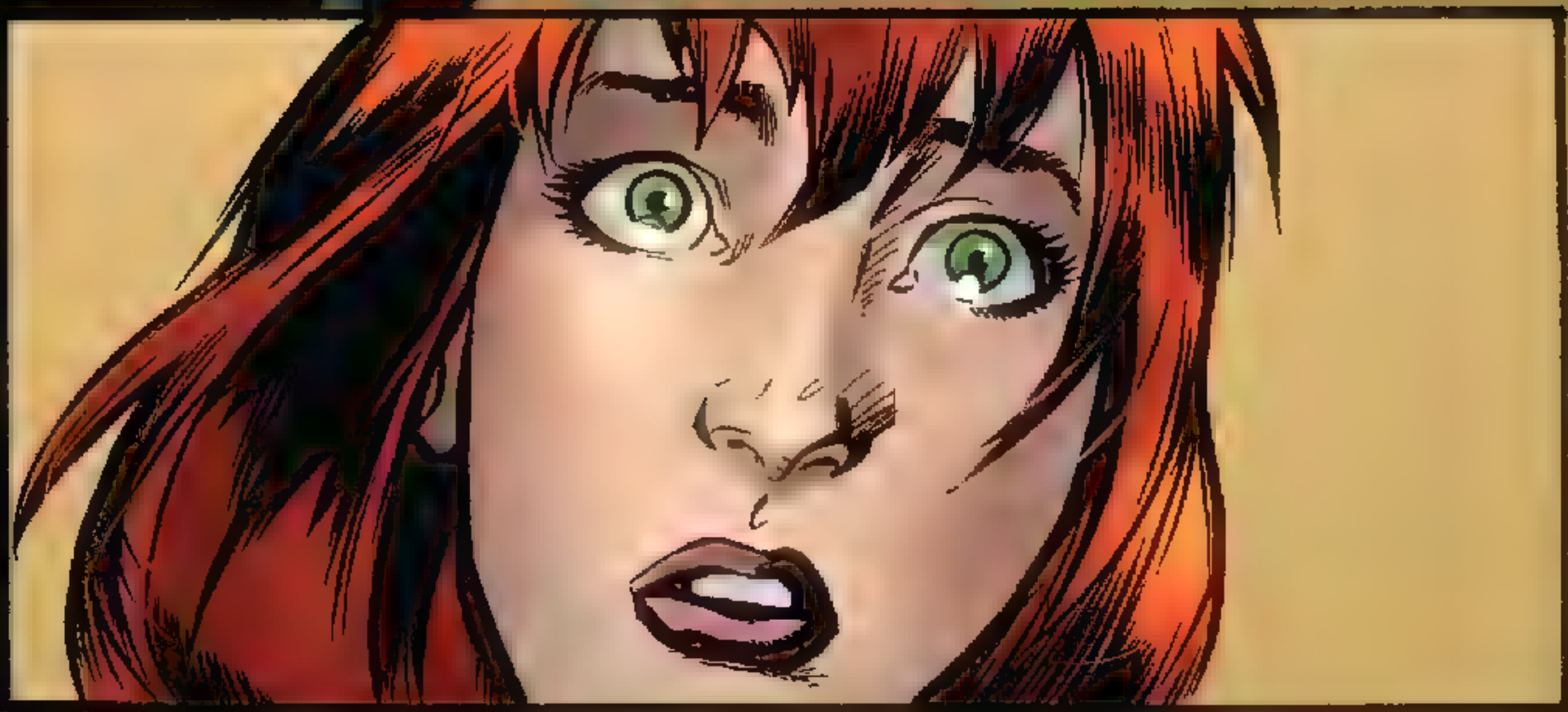




What are you going to do to me?



I loved him.





I met him when he was just a baby.

His parents were working on a project for us.



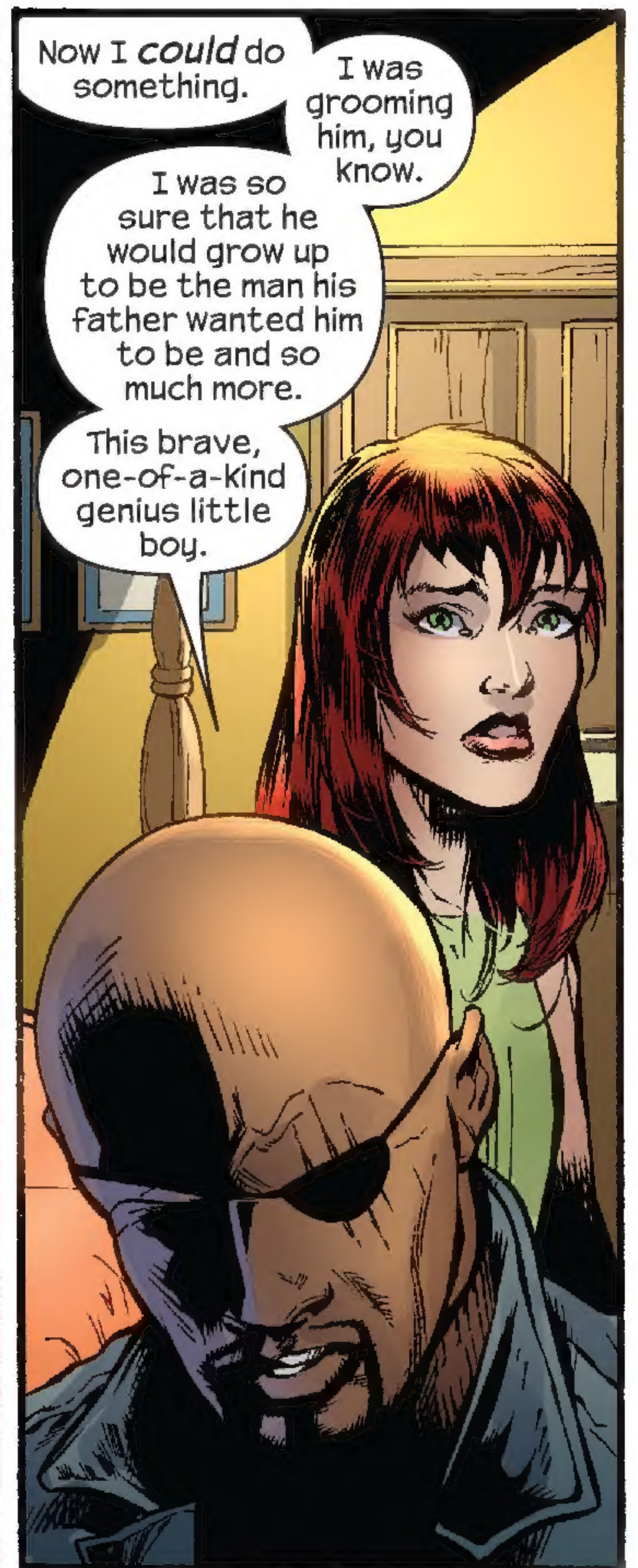
You knew his parents?

Yes.

I-I didn't know that.

When his parents died I wondered if there was any way I would be able to do right by them.

And then I was so excited when he had the accident that gave him his powers.



Now I *could* do something.

I was grooming him, you know.

I was so sure that he would grow up to be the man his father wanted him to be and so much more.

This brave, one-of-a-kind genius little boy.



I should've taught him more.

I should have slowed the world down so a boy like that could become the man he was supposed to become.

I didn't know you knew his parents.



Okay, I won't--

I'm not going to send out what I wrote.

I didn't know.

I understand that you're looking for something to blame for this...

My point is--



You
blame
me...

And I
came here to
tell you...

You're
absolutely
right.

The End.

IT'S HERE! ULTIMATE COMICS REBORN

ULTIMATES #1



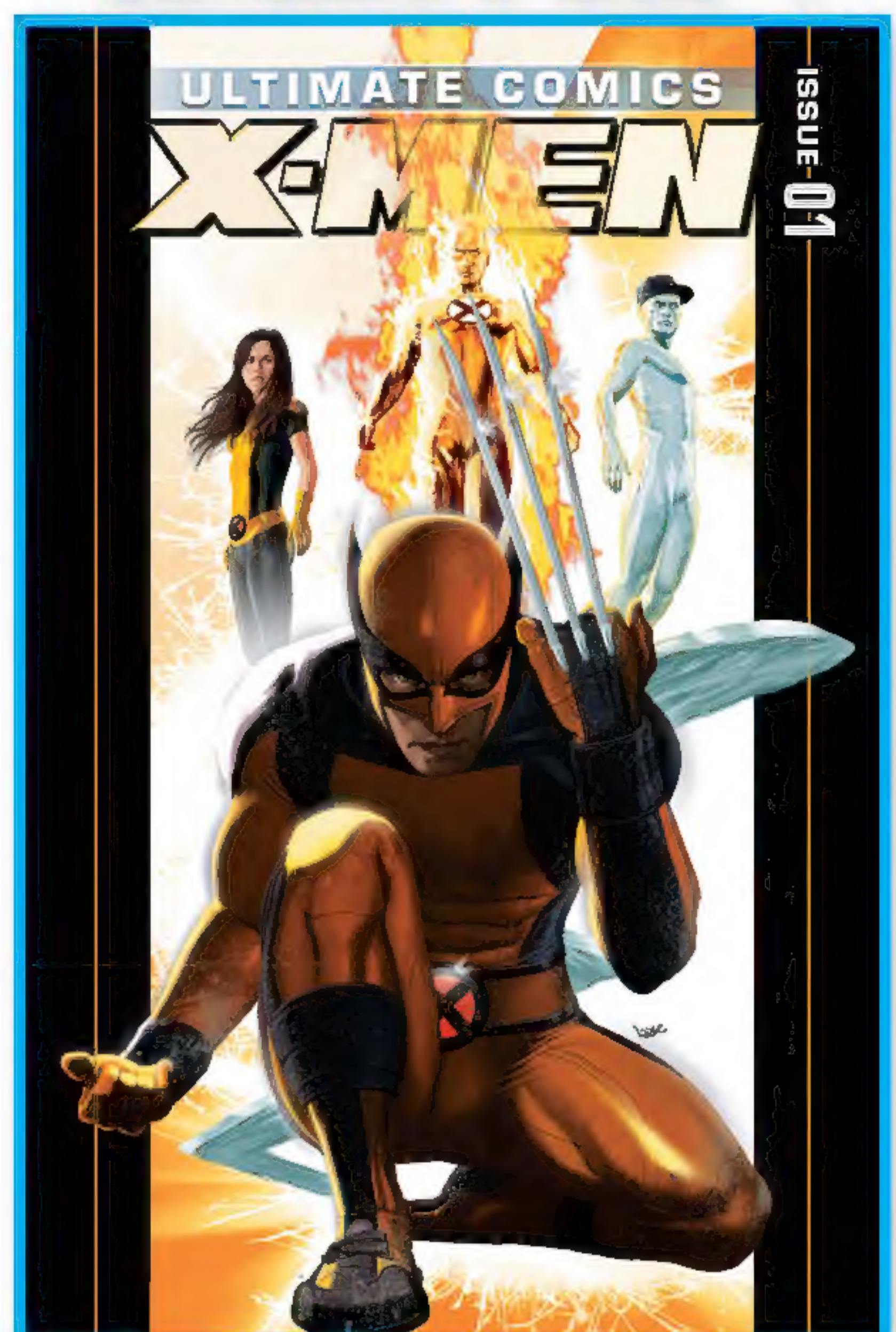
ULTIMATE HAWKEYE #1



ULTIMATE SPIDER-MAN #1



ULTIMATE X-MEN #1



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